UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS (HOUSTON DIVISION)

United States Courts
Southern District of Texas
FILED

MAY 6 2004

Michael N. Milby, Clerk of Court

In re ENRON CORPORATION SECURITIES LITIGATION	
This Document Relates To: MARK NEWBY, et al., Individually and On Behalf of All Others Similarly Situated, Plaintiffs, vs. ENRON CORP., et al., Defendants.	Civil Action No. H-01-3624 And Consolidated Cases

ANSWER OF DEFENDANT BANK OF AMERICA CORPORATION
TO THE FIRST AMENDED CONSOLIDATED COMPLAINT AND
CROSS-COMPLAINT OF BANK OF AMERICA CORPORATION
AGAINST ARTHUR ANDERSEN LLP

Defendant Bank of America Corporation[1] ("BAC"), by and through its undersigned counsel, for its answer to the First Amended Consolidated Complaint For Violation Of The Securities Laws (the "Complaint"), alleges, upon knowledge as to itself and otherwise upon information and belief, as follows. In its December 20, 2002 Memorandum and Order, this

[1] Defendant BAC is a bank holding company and a financial holding company. Although BAC is a holding company that does not engage in any banking transactions, the Complaint refers to it and its indirect subsidiary, defendant Banc of America Securities LLC ("BAS"), collectively, as "Bank America." BAC does not and cannot interpret this term to refer to any entity other than BAC. Accordingly, as used in this Answer, "BAC" refers only to Defendant BAC and does not include BAS. Nor is BAC responding on behalf of BAS or any of BAC's non-defendant subsidiaries, affiliates or their predecessors, except as specifically noted, since no response is required by non-defendants. In addition, the Complaint ambiguously refers to certain "Investment Banks," "Banks," "Bankers," "Banking Defendants," as well as "defendants." BAC does not and cannot interpret these terms, which are not adequately defined in the Complaint, and appear at various times to refer to all defendants, some defendants, and/or various subsidiaries thereof that are not named as defendants in this action.

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Court, inter alia, dismissed the claims against BAC under Section 10(b) of the Securities Exchange Act of 1934 (the "1934 Act") and Rule 10b-5 promulgated thereunder. As a result, Plaintiffs have not asserted a claim under Section 10(b) or Rule 10b-5 against BAC or BAS in the current Complaint. See Cplt. ¶¶ 104 n.7, 993. Nonetheless, Plaintiffs retained some of the allegations alleging BAC's participation in an alleged scheme to defraud. BAC is not required to respond to the paragraphs that relate to those claims of fraud. To the extent a response is required, BAC alleges as follows:

Preamble. To the extent that any response is required to the so-called "Preamble," BAC denies the allegations contained in the Preamble to the extent that they are directed against BAC, denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in the Preamble, and refers the Court to the publicly-available documents referenced in the Preamble for an accurate statement of their contents.

1. To the extent that the allegations set forth in Paragraph 1 contain conclusions of law, no response is required. To the extent that a response is required, BAC admits that the Complaint purports to define the "class" as described in Paragraph 1 and further admits that the Complaint has named as defendants the persons and entities listed in Paragraph 1. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 1.

2. To the extent that the allegations set forth in Paragraph 2 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 2 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 2, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial

information and financial statements made or issued by Enron, its officers, directors and/or representatives, and refers the Court to Enron's filings with the Securities and Exchange Commission ("SEC") and its press releases for an accurate statement of Enron's financial disclosures and public statements. Further refers the Court to public market reports for the trading price of Enron securities during the referenced period.

3. To the extent that the allegations set forth in Paragraph 3 contain conclusions of law, no response to Paragraph 3 is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 3 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 3, except admits that Enron filed for protection under Chapter 11 of the United States Bankruptcy Code and refers the Court to Enron's SEC filings and press releases for an accurate statement of Enron's financial disclosures and public statements and to public market reports for the trading price of Enron securities during the referenced period.

4. To the extent that the allegations set forth in Paragraph 4 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 4 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 4, except admits, on information and belief, that the SEC and the Department of Justice are engaged in investigations concerning Enron and refers the Court to public market reports for the trading price of Enron securities during the referenced period and to public statements of Enron, Andersen and their officials for an accurate statement of their positions.

5. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 5 except refers the Court to public market documents for the trading price of Enron securities during the referenced period.

6. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 6 except refers the Court to public market documents for the trading price of Enron securities during the referenced period.

7. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 7 except refers the Court to the referenced New York Times article dated February 20, 2002 for an accurate statement of its contents.

8. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 8 except refers the Court to public market documents for the trading price of Enron securities during the referenced period.

9. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 9 of the Complaint.

10. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 10 of the Complaint.

11. Denies the allegations set forth in Paragraph 11 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 11.

12. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 12 except refers the Court to Enron's SEC filings and press releases for an accurate statement of Enron's financial disclosures and public statements during the referenced period. Further refers the Court to public market reports for the trading price of Enron securities during the referenced period.

13. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 13 except refers the Court to public market reports for the trading price of Enron securities during the referenced period.

14. Denies the allegations set forth in Paragraph 14 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 14, except states that Andersen reviewed, audited and/or certified Enron's financial statements for the period 1997 to 2001, issued comfort letters and undertook numerous other engagements for or relating to Enron during the period 1997 to 2001, states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, comfort letters, financial information and financial statements made or issued by Andersen, Enron, its officers, directors and/or representatives and refers the Court to public statements of Andersen, Enron, its agents, lawyers and bankers for accurate statements of their contents.

15. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 15 except refers the Court to public market reports for the trading price of Enron securities during the referenced period.

16. Denies the allegations set forth in Paragraph 16 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 16, except refers the Court to public market reports for the trading price of Enron securities during the referenced time period.

17. To the extent that the allegations set forth in Paragraph 17 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 17 to the extent that they refer to the conduct or state

of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 17.

18. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 18 of the Complaint.

19. Denies the allegations set forth in Paragraph 19 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 19, except refers the Court to public statements of Fastow and Skilling for an accurate statement of their contents.

20. Denies the allegations set forth in Paragraph 20 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 20.

21. To the extent that the allegations set forth in Paragraph 21 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 21 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 21.

22. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 22 of the Complaint.

23. To the extent that the allegations set forth in Paragraph 23 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 23 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 23.

24. To the extent that the allegations set forth in Paragraph 24 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 24 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 24.

25. To the extent that the allegations set forth in Paragraph 25 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 25 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 25, except refers the Court to the "offering memorandum" referenced in Paragraph 25 for an accurate statement of its contents.

26. Denies the allegations set forth in Paragraph 26 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 26.

27. Denies the allegations set forth in Paragraph 27 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 27.

28. To the extent that the allegations set forth in Paragraph 28 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 28 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 28.

29. To the extent that the allegations set forth in Paragraph 29 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies the allegations set forth in Paragraph 29 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 29, except admits that its indirect subsidiary BAS issued research reports on Enron during the relevant time period and refers the Court to those reports for accurate statements of their contents.

30. To the extent that the allegations set forth in Paragraph 30 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 30 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 30, except refers the Court to the Business Week article dated February 11, 2002, the Bloomberg article dated February 5, 2002 and The Washington Post article dated March 22, 2002 for an accurate statement of their contents.

31. To the extent that the allegations set forth in Paragraph 31 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 31 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 31.

32. To the extent that the allegations set forth in Paragraph 32 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 32 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 32.

33. To the extent that the allegations set forth in Paragraph 33 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies the allegations set forth in Paragraph 33 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 33.

34. To the extent that the allegations set forth in Paragraph 34 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 34 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 34.

35. Denies the allegations set forth in Paragraph 35 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 35.

36. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 36 of the Complaint.

37. Denies the allegations set forth in Paragraph 37 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 37.

38. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 38 except refers the Court to the letter dated August 2001 referenced in Paragraph 38 for an accurate statement of its contents.

39. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 39 of the Complaint, except refers the Court to Enron's public statements for accurate statements of their contents.

40. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 40 of the Complaint, except refers the Court to Enron's public statements for accurate statements of their contents.

41. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 41 of the Complaint.

42. Denies the allegations set forth in Paragraph 42 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 42, except refers the Court to public market reports for the trading price of New Power stock during the referenced period.

43. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 43, except refers the Court to public market documents for the trading price of Enron stock during the referenced period.

44. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 44 of the Complaint.

45. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 45 of the Complaint.

46. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 46 of the Complaint.

47. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 47 of the Complaint.

48. To the extent that the allegations set forth in Paragraph 48 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 48 to the extent that they refer to the conduct or state

of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 48, except states that its indirect subsidiary BAS or its former indirect subsidiary BancAmerica Robertson Stephens or its former indirect subsidiary NationsBank Montgomery Securities LLC participated in the following offerings identified in Paragraph 48 of the Complaint:

- The Enron 6.625% Notes due November 15, 2005;
- The Enron common stock offering on May 5, 1998;
- The Enron 7.375% Notes due May 15, 2019;
- The Enron 7% Exchangeable Notes due July 31, 2002;
- The Enron 8.375% Medium Term Notes, Series A, due May 23, 2005 ($175 million); and
- The Enron Zero Coupon Convertible Sr. Notes due 2021 (2/01 sale and 7/01 resale).

49. Denies the allegations set forth in Paragraph 49 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 49, except states that its indirect subsidiary BAS participated in the following offerings or private placements identified in Paragraph 49 of the Complaint:

- The Azurix offering (6/99);
- The Enron Oil & Gas common stock offering (27 million shares) (7/99); and
- The Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes (7/01).

50. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 50 of the Complaint.

51. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 51 except refers the Court to the Fortune article dated

December 24, 2001, the Business Week article dated February 25, 2002 and the mid-August 2001 letter referenced in Paragraph 51 for an accurate statement of their contents.

52. Denies the allegations set forth in Paragraph 52 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 52, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives and refers the Court to public market reports for the trading price of Enron securities during the referenced period.

53. To the extent that the allegations set forth in Paragraph 53 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 53 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 53.

54. Denies the allegations set forth in Paragraph 54 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 54, except states that Andersen reviewed, audited and/or certified Enron's financial statements during 2001 and issued comfort letters, states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, comfort letters, financial information and financial statements made or issued by Andersen, Enron, its officers, directors and/or representatives and refers the Court to Enron's SEC filings for Enron's financial disclosures and to public statements of Andersen, Enron, its agents, lawyers and bankers for an accurate statement of their contents.

55. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 55 of the Complaint.

56. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 56 except refers the Court to public market documents for the trading price of Enron securities during the referenced period.

57. Denies the allegations set forth in Paragraph 57 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 57, except admits upon information and belief that on or about August 14, 2001 Enron announced that Skilling would resign from Enron and refers the Court to public statements by Enron, its executives and bankers for an accurate statement of their contents.

58. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 58, except states that Andersen apparently executed a plan to destroy Enron-related documents.

59. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 59 except refers the Court to the August 2001 letters referenced in Paragraph 59 from two Enron employees to the Enron Board of Directors for an accurate statement of their contents.

60. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 60 of the Complaint.

61. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 61 except admits upon information and belief that Enron announced it would restate its financials for 1997 through 2000, and refers the Court to Enron's SEC filings and press releases for an accurate statement of Enron's financial disclosures and

public statements. Further admits on information and belief that in late 2001 the SEC announced an investigation into Enron and that Enron's CFO, Fastow, resigned.

62. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 62 of the Complaint.

63. Denies the allegations set forth in Paragraph 63 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 63.

64. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 64 of the Complaint.

65. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 65.

66. Admits upon information and belief that Enron filed for protection under Chapter 11 of the United States Bankruptcy Code on or about December 2, 2001 and refers the Court to public market reports for the trading price of Enron securities during the referenced period. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 66.

67. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 67, except refers the Court to Enron's "publicly filed reports" referenced in Paragraph 67 for an accurate statement of their contents.

68. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 68, except admits upon information and belief that certain Enron and Andersen employees have testified before Congress and refers the Court to the records of those hearings for an accurate statement of the testimony.

69. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 69 except refers the Court to the January 21 and 28, 2002 Newsweek articles referenced in Paragraph 69 for an accurate statement of their contents.

70. To the extent that the allegations set forth in Paragraph 70 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 70 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 70, except states on information and belief that Andersen received tens of millions of dollars in annual fees in connection with the services it provided for or relating to Enron and states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, comfort letters, financial information and financial statements made or issued by Andersen, Enron, its officers, directors and/or representatives.

71. To the extent that the allegations set forth in Paragraph 71 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 71 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 71, except refers the Court to the February 19, 2002 New York Times article referenced in Paragraph 71 for an accurate statement of its contents.

72. To the extent that the allegations set forth in Paragraph 72 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 72 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to

the truth of the allegations set forth in Paragraph 72, except refers the Court to the February 26, 2002 Dow Jones news release referenced in Paragraph 72 for an accurate statement of its contents.

73. To the extent that the allegations set forth in Paragraph 73 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 73 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 73.

74. To the extent that the allegations set forth in Paragraph 74 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 74 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 74.

75. To the extent that the allegations set forth in Paragraph 75 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 75 except admits that the Complaint purports to assert claims against various defendants under Sections 10(b), 20(a) and 20A of the 1934 Act, and Rule 10b-5 promulgated thereunder, Sections 11, 12(a)(2) and 15 of the 1933 Act and Texas Rev. Civ. Stat., Art. 581-33.

76. To the extent that the allegations set forth in Paragraph 76 contain conclusions of law, no response is required. To the extent that a response is required, BAC states that it does not contest this Court's jurisdiction over the subject matter of this action.

77. To the extent that the allegations set forth in Paragraph 77 contain conclusions of law, no response is required. To the extent that a response is required, BAC states that it does not contest that venue is proper in this District.

78. To the extent that the allegations set forth in Paragraph 78 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations sets forth in Paragraph 78 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 78.

79. To the extent that the allegations set forth in Paragraph 79 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 79 except refers the Court to the Certification filed by Lead Plaintiff for an accurate statement of its contents.

80. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 80.

81. (a) To the extent that the allegations set forth in Paragraph 81(a) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(a) except refers the Court to the Amended Certification filed by Plaintiff Washington State Investment Board for an accurate statement of its contents.

(b) To the extent that the allegations set forth in Paragraph 81(b) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(b) except refers the Court to the Amended Certification filed by

Plaintiff San Francisco City and County Employees' Retirement System ("SFERS") for an accurate statement of its contents.

(c) To the extent that the allegations set forth in Paragraph 81(c) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(c) except refers the Court to the Amended Certification filed by Plaintiff Teamsters Local Nos. 175 & 505 Pension Trust Fund for an accurate statement of its contents.

(d) To the extent that the allegations set forth in Paragraph 81(d) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(d) except refers the Court to the Certification filed by Plaintiff Hawaii Laborers Pension Plan ("Hawaii Laborers") for an accurate statement of its contents.

(e) To the extent that the allegations set forth in Paragraph 81(e) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(e) except refers the Court to the Certification filed by Plaintiff Staro Asset Management LLC ("Staro") for an accurate statement of its contents.

(f) The allegations previously set forth in Paragraph 81(f) were deleted and thus no response is required.

(g) To the extent that the allegations set forth in Paragraph 81(g) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations

set forth in Paragraph 81(g) except refers the Court to the Amended Certification filed by Plaintiff Amalgamated Bank ("Amalgamated") for an accurate statement of its contents.

(h) The allegations previously set forth in Paragraph 81(h) were deleted and thus no response is required.

(i) By Notice dated October 16, 2003, Robert V. Flint withdrew as a Class representative. Accordingly, no response is required.

(j) To the extent that the allegations set forth in Paragraph 81(j) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(j) except refers the Court to the Certification filed by Plaintiff John Zegarski for an accurate statement of its contents.

(k) To the extent that the allegations set forth in Paragraph 81(k) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(k) except refers the Court to Exhibit A to the Exhibit Appendix for an accurate statement of its contents.

(l) To the extent that the allegations set forth in Paragraph 81(l) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(l) except refers the Court to the Certification filed by Plaintiff Mervin Schwartz, Jr. for an accurate statement of its contents.

(m) The allegations previously set forth in Paragraph 81(m) were deleted and thus no response is required.

(n) To the extent that the allegations set forth in Paragraph 81(n) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(n) except refers the Court to the Certification filed by Plaintiff Steven Smith for an accurate statement of its contents.

(o) To the extent that the allegations set forth in Paragraph 81(o) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(o) except refers the Court to the Second Amended Certification filed by Plaintiff Archdiocese of Milwaukee ("Archdiocese") for an accurate statement of its contents.

(p) To the extent that the allegations set forth in Paragraph 81(p) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(p) except refers the Court to the Certification filed by Plaintiff Greenville Plumbers Pension Plan ("Greenville Plumbers") for an accurate statement of its contents.

(q) To the extent that the allegations set forth in Paragraph 81(q) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81(q) except refers the Court to the Certification filed by Plaintiff Nathaniel Pulsifer, Trustee of the Shooters Hill Revocable Trust ("Pulsifer") for an accurate statement of its contents.

82. BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 82 except admits that Enron is not named as a

Defendant in this action and that Enron filed for protection under Chapter 11 of the United States Bankruptcy Code.

83. (a) To the extent that the allegations set forth in Paragraph 83(a) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(a), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Kenneth L. Lay at Enron.

(b) To the extent that the allegations set forth in Paragraph 83(b) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(b), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Jeffrey K. Skilling at Enron.

(c) To the extent that the allegations set forth in Paragraph 83(c) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(c), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Andrew S. Fastow at Enron.

(d) To the extent that the allegations set forth in Paragraph 83(d) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(d), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Richard A. Causey at Enron.

(e) The allegations previously set forth in Paragraph 83(e) were deleted and thus no response is required.

(f) To the extent that the allegations set forth in Paragraph 83(f) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(f), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Mark A. Frevert at Enron's Wholesale Services and Enron Europe.

(g) To the extent that the allegations set forth in Paragraph 83(g) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(g), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Stanley C. Horton at Enron Transportation Services.

(h) To the extent that the allegations set forth in Paragraph 83(h) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(h), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Kenneth D. Rice at EBS and Enron Capital & Trade.

(i) To the extent that the allegations set forth in Paragraph 83(i) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(i), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Richard B. Buy at Enron and Enron Capital & Trade.

(j) To the extent that the allegations set forth in Paragraph 83(j) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations

set forth in Paragraph 83(j), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Lou L. Pai at Enron Accelerator and Enron Energy Services.

(k) To the extent that the allegations set forth in Paragraph 83(k) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(k), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Joseph M. Hirko at EBS, and to Exhibit B to the Exhibit Appendix referenced in Paragraph 83(k) for an accurate statement of its contents.

(l) To the extent that the allegations set forth in Paragraph 83(l) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(l), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Ken L. Harrison at Enron and Portland General Electric.

(m) To the extent that the allegations set forth in Paragraph 83(m) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(m), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Steven J. Kean at Enron.

(n) To the extent that the allegations set forth in Paragraph 83(n) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(n), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Rebecca P. Mark-Jusbasche at Enron, Enron International and Azurix.

(o) The allegations previously set forth in Paragraph 83(o) were deleted and thus no response is required.

(p) To the extent that the allegations set forth in Paragraph 83(p) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(p), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Jeffrey McMahon at Enron and Enron Europe.

(q.1) To the extent that the allegations set forth in Paragraph 83(q.1) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(q.1), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Cindy K. Olson at Enron.

(q.2) To the extent that the allegations set forth in Paragraph 83(q.2) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(q.2), except refers the Court to the transcript of the February 26, 2002 Hearing of the Senate Commerce, Science and Transportation Committee, the *BBC News* program that aired on February 22, 2002, and the *Houston Chronicle* article dated February 22, 2002, each of which are referenced in Paragraph 83(q.2), for an accurate statement of their respective contents.

(q.3) To the extent that the allegations set forth in Paragraph 83(q.3) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(q.3), except refers the Court to the *Personnel Today* article dated

March 19, 2002, which is referenced in Paragraph 83(q.3), for an accurate statement of its contents.

(q.4) To the extent that the allegations set forth in Paragraph 83(q.4) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(q.4), except refers the Court to the Enron Press Release dated October 11, 1996, which is referenced in Paragraph 83(q.4), for an accurate statement of its contents.

(q.5) To the extent that the allegations set forth in Paragraph 83(q.5) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(q.5), except refers the Court to the *Houston Chronicle* article dated February 5, 2002 and the Letter to Elaine L. Chao dated February 8, 2002, both of which are referenced in Paragraph 83(q.5), for an accurate statement of their respective contents.

(r) To the extent that the allegations set forth in Paragraph 83(r) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(r), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Joseph W. Sutton at Enron.

(s) To the extent that the allegations set forth in Paragraph 83(s) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(s), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Mark E. Koenig at Enron.

(t) To the extent that the allegations set forth in Paragraph 83(t) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(t), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Kevin P. Hannon at EBS.

(u) To the extent that the allegations set forth in Paragraph 83(u) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(u), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Lawrence Greg Whalley at Enron and Enron Capital Wholesale Services.

(v) To the extent that the allegations set forth in Paragraph 83(v) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(v), except refers the Court to Enron's SEC filings and press releases for titles and positions held by Robert A. Belfer at Enron.

(w) To the extent that the allegations set forth in Paragraph 83(w) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(w), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Norman P. Blake at Enron.

(x) To the extent that the allegations set forth in Paragraph 83(x) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations

set forth in Paragraph 83(x), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Ronnie C. Chan at Enron.

(y) To the extent that the allegations set forth in Paragraph 83(y) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(y), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by John H. Duncan at Enron.

(z) To the extent that the allegations set forth in Paragraph 83(z) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(z), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Wendy L. Gramm at Enron.

(aa) To the extent that the allegations set forth in Paragraph 83(aa) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(aa), except refers the Court to Enron's SEC filings and other public documents for the titles and positions held by Robert K. Jaedicke at Enron.

(bb) To the extent that the allegations set forth in Paragraph 83(bb) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(bb), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Charles A. LeMaistre at Enron.

(cc) To the extent that the allegations set forth in Paragraph 83(cc) contain conclusions of law, no response is required. To the extent that a response is required,

BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(cc), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Joe H. Fox at Enron.

(dd) To the extent that the allegations set forth in Paragraph 83(dd) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(dd), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by John Mendelsohn, Jerome J. Meyer, Paulo V. Ferraz Pereira, John A. Urquhart, John Wakeham, Charles E. Walker and Herbert S. Winokur, Jr. at Enron.

(ee) To the extent that the allegations set forth in Paragraph 83(ee) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(ee), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Frank Savage at Enron.

(ff) Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(ff).

(gg) To the extent that the allegations set forth in Paragraph 83(gg) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(gg), except refers the Court to Enron's and Azurix's SEC filings and press releases for the titles and positions held by Lay, Mark-Jusbasche and Skilling at Enron.

(hh) To the extent that the allegations set forth in Paragraph 83(hh) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations

set forth in Paragraph 83(hh), except refers the Court to Enron's and New Power's SEC filings and press releases for the titles and positions held by Lay, Pai and Causey at Enron.

(ii) To the extent that the allegations set forth in Paragraph 83(ii) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 83(ii), except refers the Court to Atlantic Water Trust's and Egret's SEC filings and press releases for the titles and positions held by Glisan, Fastow and Causey at Enron.

(jj) Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83(jj), except refers the Court to Enron's SEC filings and press releases for the titles and positions held by J. Clifford Baxter at Enron and Enron North American Corp.

84. To the extent that the allegations set forth in Paragraph 84 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 84.

85. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 85.

86. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 86.

87. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 87.

88. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 88.

89. To the extent that the allegations set forth in Paragraph 89 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 89.

90. To the extent that the allegations set forth in Paragraph 90 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 90.

91. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 91.

92. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 92 except admits, on information and belief, that Arthur Andersen LLP during the relevant time was a limited liability partnership organized and existing under the laws of the state of Illinois and that it provided accounting, auditing and other services to Enron and that Andersen reviewed, audited and/or certified Enron's financial statements for the period 1997 to 2001, issued comfort letters and undertook numerous other engagements for or relating to Enron during the period 1997 to 2001.

93. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 93, except admits that Joseph Berardino was Chief Executive Officer of Andersen.

94. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 94.

95. The allegations previously set forth in Paragraph 95 were deleted and thus no response is required..

96. To the extent that the allegations set forth in Paragraph 96 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 96.

97. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 97.

98. To the extent that the allegations set forth in Paragraph 98 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 98.

99. The allegations previously set forth in Paragraph 99 were deleted and thus no response is required.

99.1 To the extent that the allegations set forth in Paragraph 99.1 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 99.1 to the extent that they refer to the conduct or state of mind of BAC, denies that BAC "completely directs and controls" the business operations of its subsidiaries, denies that its subsidiaries are BAC's "agents," and denies that either BAC or any of its subsidiaries, including BAS, either participated in the alleged fraudulent scheme or are named as defendants in the fraud-based claims. BAC further states that it directly or indirectly owns subsidiaries including BAS, and that BAC files consolidated financial statements, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 99.1.

100. To the extent that the allegations set forth in Paragraph 100 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 100, except admits, on information and belief, that JP Morgan Securities Inc. participated in the offerings or private placements of Zero Coupon Convertible Senior Notes due 2021 and the Marlin Water Trust II, Marlin Water Capital Corp. II 6.31% Senior Secured Notes due 2003.

101. To the extent that the allegations set forth in Paragraph 101 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 101, except admits, on information and belief, that Salomon Smith Barney, Inc. participated in the offering of Zero Coupon Convertible Senior Notes due 2021 and the 7% Exchangeable Notes due 2002.

102. To the extent that the allegations set forth in Paragraph 102 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 102, except admits, on information and belief, that Credit Suisse First Boston Corp. participated in the private placement of Marlin Water Trust II, Marlin Water Corp. II 6.31% and 6.19% Senior Secured Notes due 2003.

103. To the extent that the allegations set forth in Paragraph 103 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 103, except admits, on information and belief, that CIBC World Markets Corp. and CIBC World Markets plc participated in the private placement of Marlin Water Trust II, Marlin Water Corp. II 6.31% and 6.19% Senior Secured Notes due 2003.

104. (a) To the extent that the allegations set forth in Paragraph 104(a) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 104(a), except admits that Lead Plaintiffs are no longer pursuing a claim against BAC for violations of Section 10(b) of the 1934 Act pursuant to the Court's Order dated December 20, 2002, refers the Court to its December 20, 2002 for an accurate statement of the contents therein and further states that it is both a bank holding company and a financial holding company. As set forth in footnote 1, supra, for the purposes of this Answer the term "BAC" refers to Defendant BAC only and does not include either defendant or non-defendant subsidiaries of BAC, except as specifically noted.

(b) To the extent that the allegations set forth in Paragraph 104(b) contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 104(b), except admits that defendant BAS is an indirect subsidiary of BAC, that BAS engages in various services provided by investment bank and brokerage firms, and that BAS participated in the offerings or private placements of 7.375% Notes, 7% Exchangeable Notes, 8.375% Medium Term Notes, Zero Coupon Convertible Notes, and Marlin Water Trust II, Marlin Water Corp. II 6.31% Senior Secured Notes.

105. To the extent that the allegations set forth in Paragraph 105 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 105.

106. To the extent that the allegations set forth in Paragraph 106 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set

forth in Paragraph 106, except admits, on information and belief, that Barclays Capital, Inc. participated in the offering of Zero Coupon Convertible Notes due 2021.

107. To the extent that the allegations set forth in Paragraph 107 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 107, except admits, on information and belief, that Deutsche Bank Securities Inc. participated in the offerings or private placements of Zero Coupon Convertible Senior Notes due 2021 and Marlin Water Trust II, Marlin Water Corp. II 6.31% and 6.19% Senior Secured Notes due 2003.

108. To the extent that the allegations set forth in Paragraph 108 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 108, except admits, on information and belief, that Lehman Brothers Inc. participated in the offering of 7.375% Notes.

109. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 109, except refers the Court to Enron's Form 10-K for 1997 for the date on which it was filed and an accurate identification of its signatories.

110. To the extent that the allegations set forth in Paragraph 110 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 110, except refers the Court to the referenced Enron registration statements and prospectuses for the dates on which they were filed, an accurate statement of their contents, and an accurate identification of the signatories thereto.

111. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 111, except states that Enron periodically made public statements and filings and refers the Court to those statements and filings for an accurate statement of their contents.

112. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 112, except refers the Court to the referenced Enron announcement for an accurate statement of its contents.

113. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 113, except refers the Court to the referenced report for an accurate statement of its contents.

114. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 114, except refers the Court to the referenced Enron announcement for an accurate statement of its contents.

115. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 115, except refers the Court to the referenced Bloomberg News interview for an accurate statement of its contents.

116. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 116, except states that Enron periodically made public statements and filings and refers the Court to those statements and filings for an accurate statement of their contents.

117. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 117, except refers the Court to the referenced Enron release for an accurate statement of its contents.

118. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 118, except refers the Court to the referenced Enron report for an accurate statement of its contents.

119. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 119.

120. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 120, except refers the Court to the referenced report for an accurate statement of its contents.

121. To the extent that the allegations set forth in Paragraph 121 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 121, except admits the Complaint purports to define the "beginning of the federal class period" as described in Paragraphs 1 and 121 of the Complaint, and states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives.

122. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 122, except refers the Court to the referenced Enron release for an accurate statement of its contents.

123. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 123, except refers the Court to the referenced report for an accurate statement of its contents.

124. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 124, except states that Enron periodically made public

statements and filings and refers the Court to those statements and filings for an accurate statement of their contents.

125. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 125, except refers the Court to the referenced report for an accurate statement of its contents.

126. To the extent that the allegations set forth in Paragraph 126 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 126, except refers the Court to the referenced registration statement for an accurate statement of its contents and for an accurate identification of its signatories.

127. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 127, except refers the Court to the referenced report for an accurate statement of its contents.

128. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 128, except refers the Court to the referenced Enron announcement for an accurate statement of its contents.

129. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 129, except refers the Court to the referenced Bloomberg News interview for an accurate statement of its contents.

130. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 130, except refers the Court to the referenced report for an accurate statement of its contents.

131. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 131, except refers the Court to the referenced report for an accurate statement of its contents.

132. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 132, except refers the Court to the referenced report for an accurate statement of its contents.

133. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 133, except refers the Court to the referenced report for an accurate statement of its contents.

134. To the extent that the allegations set forth in Paragraph 134 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 134, except refers the Court to the referenced Enron registration statement for an accurate statement of its contents and for an accurate identification of its signatories.

135. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 135 of the Complaint, except states that Enron periodically made public statements and filings and refers the Court to those statements and filings for an accurate statement of their contents.

136. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 136, except refers the Court to Enron's 1998 Annual Report for an accurate statement of its contents.

137. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 137, except refers the Court to Enron's 1998 Annual Report for an accurate statement of its contents.

138. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 138, except refers the Court to Enron's 1998 Annual Report for an accurate statement of its contents.

139. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 139, except refers the Court to Enron's 1998 Annual Report for an accurate statement of its contents.

140. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 140, except states that Andersen reviewed, audited and/or certified Enron's financial statements for 1997 and 1998 and refers the Court to Enron's 1998 Annual Report for an accurate statement of its contents.

141. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 141, except states that Andersen reviewed, audited and/or certified Enron's financial statements for 1997 and 1998 and refers the Court to Enron's 1998 Annual Report for an accurate statement of its contents and for an accurate identification of its signatories.

142. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 142, except refers the Court to the referenced report for an accurate statement of its contents.

143. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 143, except refers the Court to the referenced report for an accurate statement of its contents.

144. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 144, except refers the Court to the referenced Enron announcement for an accurate statement of its contents.

145. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 145.

146. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 146, except refers the Court to the referenced report for an accurate statement of its contents.

147. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 147, except refers the Court to the referenced report for an accurate statement of its contents.

148. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 148, except refers the Court to the referenced report for an accurate statement of its contents.

149. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 149, except refers the Court to the referenced report for an accurate statement of its contents.

150. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 150, except refers the Court to the referenced report for an accurate statement of its contents.

151. To the extent that the allegations set forth in Paragraph 151 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 151 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 151, except states that its indirect subsidiary BAS participated in the offering of 7.375% Notes.

152. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 152, except refers the Court to the referenced report for an accurate statement of its contents.

153. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 153, except refers the Court to the referenced report for an accurate statement of its contents.

154. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 154, except refers the Court to the referenced report for an accurate statement of its contents.

155. To the extent that the allegations set forth in Paragraph 155 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 155, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives.

156. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 156, except refers the Court to the referenced Enron announcement for an accurate statement of its contents.

157. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 157.

158. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 158, except refers the Court to the referenced report for an accurate statement of its contents.

159. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 159, except refers the Court to the referenced report for an accurate statement of its contents.

160. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 160, except refers the Court to the referenced Houston Chronicle article for an accurate statement of its contents.

161. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 161, except refers the Court to the referenced report for an accurate statement of its contents.

162. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 162, except refers the Court to the referenced report for an accurate statement of its contents.

163. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 163, except refers the Court to the referenced report for an accurate statement of its contents.

164. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 164, except refers the Court to Enron's SEC filings for an accurate statement of its contents, their filing dates and the identities of their signatories.

165. To the extent that the allegations set forth in Paragraph 165 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 165 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 165 and with respect to how Enron used the proceeds of the referenced issuance, except states that its indirect subsidiary BAS

participated in the offering of 7% Exchangeable Notes and refers the Court to the prospectus for that offering for an accurate statement of its contents.

166. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 166, except refers the Court to the referenced report for an accurate statement of its contents.

167. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 167, except refers the Court to the referenced report for an accurate statement of its contents.

168. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 168, except refers the Court to the referenced Dow Jones Energy Service report for an accurate statement of its contents.

169. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 169, except refers the Court to the referenced CitiGroup report for an accurate statement of its contents.

170. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 170, except refers the Court to the referenced report for an accurate statement of its contents.

171. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 171, except refers the Court to the referenced report for an accurate statement of its contents.

172. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 172, except refers the Court to the referenced report for an accurate statement of its contents.

173. Denies the allegations set forth in Paragraph 173 of the Complaint, except states that on 9/30/99 BAS issued a report on Enron and refers the Court to that report for an accurate statement of its contents. Further states on information and belief that Enron executive Rice appeared at the Banc of America Securities 29th Annual Investment Conference. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 173.

174. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 174, except refers the Court to the referenced Bloomberg News report for an accurate statement of its contents.

175. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 175, except refers the Court to the referenced CFO Magazine article for an accurate statement of its contents.

176. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 176, except refers the Court to the referenced report for an accurate statement of its contents.

177. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 177, except refers the Court to the referenced Enron report for an accurate statement of its contents.

178. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 178, except refers the Court to the referenced Bloomberg report for an accurate statement of its contents.

179. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 179.

180. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 180, except refers the Court to the referenced report for an accurate statement of its contents.

181. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 181, except refers the Court to the referenced report for an accurate statement of its contents.

182. Denies the allegations set forth in Paragraph 182 of the Complaint, except states that BAS issued a report on Enron on 10/12/99, and refers the Court to that report for an accurate statement of its contents.

183. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 183, except refers the Court to the referenced report for an accurate statement of its contents.

184. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 184, except refers the Court to the referenced report for an accurate statement of its contents.

185. Denies the allegations set forth in Paragraph 185 of the Complaint, except states that BAS issued a report on Enron on 10/15/99, and refers the Court to that report for an accurate statement of its contents.

186. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 186, except refers the Court to the referenced report for an accurate statement of its contents.

187. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 187, except refers the Court to the referenced Dow Jones Energy Service statement for an accurate statement of its contents.

188. To the extent that the allegations set forth in Paragraph 188 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations of Paragraph 188 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 188, except refers the Court to public market documents for the trading price of Enron securities from 12/98 to 8/99.

189. Denies the allegations set forth in Paragraph 189 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 189, except refers the Court to public market documents for the trading price of Enron securities on 11/23/99.

190. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 190, except refers the Court to the referenced report for an accurate statement of its contents.

191. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 191, except refers the Court to the referenced report for an accurate statement of its contents.

192. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 192, except refers the Court to the referenced Enron release for an accurate statement of its contents.

193. Denies the allegations set forth in Paragraph 193 of the Complaint, except states that on 12/16/99 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

194. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 194, except refers the Court to the referenced report for an accurate statement of its contents.

195. Denies the allegations set forth in Paragraph 195 of the Complaint, except states that on 1/12/00 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents

196. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 196, except refers the Court to the referenced 1/18/00 Enron announcement for an accurate statement of its contents.

197. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 197.

198. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 198, except refers the Court to the referenced report for an accurate statement of its contents.

199. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 199, except refers the Court to the referenced report for an accurate statement of its contents.

200. Denies the allegations set forth in Paragraph 200 of the Complaint, except states that on 1/18/00 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

201. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 201, except refers the Court to the referenced report for an accurate statement of its contents.

202. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 202, except refers the Court to the referenced Wall Street Journal article for an accurate statement of its contents.

203. Denies the allegations set forth in Paragraph 203 of the Complaint, except states that on 1/20/00 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

204. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 204, except refers the Court to the referenced report for an accurate statement of its contents.

205. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 205, except refers the Court to the referenced report for an accurate statement of its contents.

206. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 206, except refers the Court to the referenced report for an accurate statement of its contents.

207. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 207, except refers the Court to the referenced report for an accurate statement of its contents.

208. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 208, except refers the Court to the referenced report for an accurate statement of its contents.

209. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 209, except refers the Court to the referenced report for an accurate statement of its contents.

210. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 210, except refers the Court to the referenced report for an accurate statement of its contents.

211. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 211, except refers the Court to the referenced report for an accurate statement of its contents.

212. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 212, except refers the Court to the referenced Bloomberg News report for an accurate statement of its contents.

213. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 213, except refers the Court to the referenced report for an accurate statement of its contents.

214. To the extent that the allegations set forth in Paragraph 214 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 214 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 214, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives.

215. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 215, except refers the Court to the referenced Enron 1999 Report for an accurate statement of its contents.

216. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 216, except refers the Court to the referenced Enron 1999 Report for an accurate statement of its contents.

217. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 217, except refers the Court to the referenced Enron 1999 Report for an accurate statement of its contents.

218. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 218, except refers the Court to the referenced Enron 1999 Report for an accurate statement of its contents.

219. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 219, except refers the Court to the referenced Enron 1999 Report for an accurate statement of its contents.

220. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 220, except refers the Court to the referenced Enron 1999 Report for an accurate statement of its contents.

221. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 221, except states that Andersen reviewed, audited and/or certified Enron's financial statements for 1998 and 1999 and refers the Court to the referenced Enron SEC filings for an accurate statement of their contents, filing dates and the identities of their signatories.

222. Refers the Court to public market documents for the trading price of Enron securities in late 1/00 and at the end of 3/00. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 222.

223. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 223, except refers the Court to the referenced report for an accurate statement of its contents.

224. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 224.

225. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 225, except refers the Court to the referenced Bloomberg News report for an accurate statement of its contents.

226. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 226, except refers the Court to the referenced report for an accurate statement of its contents.

227. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 227, except refers the Court to the referenced report for an accurate statement of its contents.

228. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 228, except refers the Court to the referenced Houston Chronicle report for an accurate statement of its contents.

229. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 229, except refers the Court to the referenced report for an accurate statement of its contents.

230. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 230, except refers the Court to the referenced report for an accurate statement of its contents.

231. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 231, except refers the Court to the referenced report for an accurate statement of its contents.

232. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 232, except refers the Court to the referenced report for an accurate statement of its contents.

233. Denies the allegations set forth in Paragraph 233 of the Complaint, except states that on 4/17/00 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

234. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 234, except refers the Court to the referenced reports for their exact contents.

235. Refers the Court to public market documents for the trading price of Enron securities on 5/17/00. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 235.

236. Denies the allegations set forth in Paragraph 236 of the Complaint, except states that in May 2000, BAS participated in the offering of 8.375% Enron Notes due 5/23/05, and that a Prospectus was issued in connection with said offering. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 236.

237. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 237, except refers the Court to the referenced report for an accurate statement of its contents.

238. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 238, except states that Enron periodically made public statements and filings and refers the Court to those statements and filings for an accurate statement of their contents.

239. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 239, except refers the Court to the referenced report for an accurate statement of its contents.

240. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 240, except refers the Court to the referenced release for an accurate statement of its contents.

241. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 241.

242. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 242, except refers the Court to the referenced report for an accurate statement of its contents.

243. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 243, except refers the Court to the referenced report for an accurate statement of its contents.

244. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 244, except refers the Court to the referenced report for an accurate statement of its contents.

245. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 245, except refers the Court to the referenced article for an accurate statement of its contents.

246. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 246, except refers the Court to the referenced report for an accurate statement of its contents.

247. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 247.

248. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 248, except refers the Court to the referenced report for an accurate statement of its contents.

249. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 249, except refers the Court to the referenced report for an accurate statement of its contents.

250. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 250, except refers the Court to the referenced reports for an accurate statement of their contents.

251. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 251, except refers the Court to the referenced report for an accurate statement of its contents.

252. Denies the allegations set forth in Paragraph 252 of the Complaint, except states that on 7/24/00 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

253. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 253, except refers the Court to the referenced report for an accurate statement of its contents.

254. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 254, except refers the Court to the referenced report for an accurate statement of its contents.

255. Denies the allegations set forth in Paragraph 255 of the Complaint, except states that on 8/17/00 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

256. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 256, except refers the Court to the referenced report for an accurate statement of its contents.

257. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 257, except refers the Court to the referenced report for an accurate statement of its contents.

258. Denies the allegations set forth in Paragraph 258 of the Complaint, except states that on 9/19/00 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

259. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 259, except refers the Court to the referenced report for an accurate statement of its contents.

260. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 260, except refers the Court to the referenced report for an accurate statement of its contents.

261. Refers the Court to public market documents for the trading price of Enron securities on 8/23/00. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 261.

262. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 262, except refers the Court to the referenced report for an accurate statement of its contents.

263. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 263.

264. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 264.

265. Denies the allegations set forth in Paragraph 265 of the Complaint, except states that on 10/17/00 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

266. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 266, except refers the Court to the referenced report for an accurate statement of its contents.

267. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 267, except refers the Court to the referenced report for an accurate statement of its contents.

268. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 268, except refers the Court to the referenced report for an accurate statement of its contents.

269. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 269, except refers the Court to the referenced report for an accurate statement of its contents.

270. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 270, except refers the Court to the referenced report for an accurate statement of its contents.

271. To the extent that the allegations set forth in Paragraph 271 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 271 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 271, except refers the Court to public market documents for the trading price of Enron securities in November 2000.

272. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 272, except refers the Court to the referenced release for an accurate statement of its contents.

273. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 273, except refers the Court to the referenced Bloomberg News report for an accurate statement of its contents.

274. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 274.

275. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 275, except refers the Court to Enron's SEC filings and press releases for the titles and positions held by Skilling and Lay at Enron.

276. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 276, except refers the Court to the referenced release for an accurate statement of its contents.

277. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 277, except refers the Court to public market documents for the trading price of New Power stock during the class period.

278. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 278.

279. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 279, except refers the Court to the referenced Dow Jones Energy Service report for an accurate statement of its contents.

280. BAC denies the allegations set forth in Paragraph 280 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 280, except refers the Court to public market documents for the trading price of Enron stock on 1/2/01 and 1/17/01.

281. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 281, except refers the Court to the referenced Enron report for an accurate statement of its contents.

282. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 282.

283. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 283, except refers the Court to the referenced interview with Jeffrey Skilling for an accurate statement of its contents.

284. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 284, except refers the Court to the referenced report for an accurate statement of its contents.

285. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 285, except refers the Court to the referenced report for an accurate statement of its contents.

286. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 286, except refers the Court to the referenced NPR interview with Jeffrey Skilling for an accurate statement of its contents.

287. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 287, except refers the Court to the referenced report for an accurate statement of its contents.

288. BAC denies the allegations set forth in Paragraph 288 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 288, except states that in 2001 BAS participated in connection with the placement of zero coupon convertible Enron notes, and refers the Court to public market documents for the trading price of Enron securities on 1/17/01 and 2/5/01.

289. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 289, except refers the Court to the referenced Fortune article for an accurate statement of its contents.

290. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 290, except refers the Court to the referenced report for an accurate statement of its contents.

291. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 291, except refers the Court to the referenced announcement for an accurate statement of its contents.

292. Refers the Court to Enron's SEC filings for an accurate statement of their contents, filing dates and the identities of their signatories. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 292, except states that Andersen reviewed, audited and/or certified Enron's financial statements for 1999 and 2000.

293. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 293, except refers the Court to the referenced Enron 2000 Annual Report for an accurate statement of its contents.

294. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 294, except refers the Court to the referenced Enron 2000 Annual Report for an accurate statement of its contents.

295. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 295, except states that Andersen reviewed, audited and/or certified Enron's financial statements for 2000 and refers the Court to the referenced Enron 2000 Annual Report for an accurate statement of its contents.

296. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 296, except refers the Court to the referenced Enron 2000 Annual Report for an accurate statement of its contents.

297. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 297, except refers the Court to the referenced Enron 2000 Annual Report for an accurate statement of its contents.

298. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 298, except refers the Court to the referenced Enron 2000 Annual Report for an accurate statement of its contents.

299. Refers the Court to public market documents for the trading price of Enron stock in late January 2001 and on 2/5/01. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 299.

300. To the extent that the allegations set forth in Paragraph 300 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 300 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 300, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives.

301. BAC denies the allegations set forth in Paragraph 301 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 301, except refers the Court to the referenced Bloomberg News report for an accurate statement of its contents.

302. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 302, except refers the Court to the referenced report for an accurate statement of its contents.

303. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 303, except refers the Court to the referenced report for an accurate statement of its contents.

304. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 304, except refers the Court to the referenced report for an accurate statement of its contents.

305. BAC denies the allegations set forth in Paragraph 305 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 305, except refers the Court to public market documents for the trading price of Enron stock on 3/22/01.

306. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 306, except refers the Court to the referenced report for an accurate statement of its contents.

307. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 307, except refers the Court to the referenced Bloomberg News report for an accurate statement of its contents.

308. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 308, except refers the Court to the referenced report for an accurate statement of its contents.

309. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 309.

310. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 310, except refers the Court to the referenced report for an accurate statement of its contents.

311. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 311.

312. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 312, except refers the Court to the referenced report for an accurate statement of its contents.

313. BAC denies the allegations set forth in Paragraph 313 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 313, except refers the Court to public market documents for the trading price of Enron stock on 3/22/01.

314. BAC denies the allegations set forth in Paragraph 314 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 314.

315. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 315, except refers the Court to the referenced release for an accurate statement of its contents.

316. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 316, except refers the Court to the referenced report for an accurate statement of its contents.

317. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 317.

318. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 318, except refers the Court to the referenced CNNfn interview with Jeffrey Skilling for an accurate statement of its contents.

319. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 319, except refers the Court to the referenced report for an accurate statement of its contents.

320. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 320, except refers the Court to the referenced report for an accurate statement of its contents.

321. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 321, except refers the Court to the referenced report for an accurate statement of its contents.

322. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 322, except refers the Court to the referenced report for an accurate statement of its contents.

323. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 323, except refers the Court to the referenced report for an accurate statement of its contents.

324. Refers the Court to public market reports for the trading price of Enron stock during April and May 2001. BAC denies the allegations set forth in Paragraph 324 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 324.

325. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 325, except refers the Court to the referenced report for an accurate statement of its contents.

326. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 326, except refers the Court to the referenced report for an accurate statement of its contents.

327. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 327, except refers the Court to the referenced report for an accurate statement of its contents.

328. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 328, except refers the Court to the referenced Enron report for an accurate statement of its contents.

329. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 329.

330. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 330, except refers the Court to the referenced Bloomberg News story for an accurate statement of its contents.

331. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 331, except refers the Court to the referenced CNNfn interview with Jeffrey Skilling for an accurate statement of its contents.

332. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 332, except refers the Court to the referenced CNNfn interview with Jeffrey Skilling for an accurate statement of its contents.

333. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 333, except refers the Court to the referenced report for an accurate statement of its contents.

334. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 334, except refers the Court to the referenced report for an accurate statement of its contents.

335. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 335, except refers the Court to the referenced report for an accurate statement of its contents.

336. To the extent that the allegations set forth in Paragraph 336 contain conclusions of law, no response is required. To the extent that a response is required, BAC refers to Enron's SEC filings for an accurate statement of their contents, filing dates and the identities of their signatories. Refers to later SEC filings relating to the accuracy of Enron's financial statements. Denies each and every remaining allegations set forth in Paragraph 336.

337. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 337, except refers the Court to the referenced Bloomberg News report for an accurate statement of its contents.

338. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 338, except refers the Court to the referenced report for an accurate statement of its contents.

339. To the extent that the allegations set forth in Paragraph 339 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 339 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 339, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations,

financial information and financial statements made or issued by Enron, its officers, directors and/or representatives.

340. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 340, except refers the Court to the referenced letter for an accurate statement of its contents.

341. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 341, except refers the Court to the referenced report for an accurate statement of its contents.

342. BAC denies the allegations set forth in Paragraph 342 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 342, except refers the Court to public market documents for the trading price of Enron stock in July and August 2001.

343. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 343, except refers the Court to the referenced announcement for an accurate statement of its contents.

344. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 344.

345. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 345, except refers the Court to the referenced report for an accurate statement of its contents.

346. Denies the allegations set forth in Paragraph 346, except states that on 8/14/01 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

347. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 347, except refers the Court to the referenced report for an accurate statement of its contents.

348. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 348, except refers the Court to the referenced report for an accurate statement of its contents.

349. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 349, except refers the Court to the referenced report for an accurate statement of its contents.

350. BAC denies the allegations set forth in Paragraph 350 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 350, except refers the Court to public market documents for the trading price of Enron stock on 8/14/01 and 8/15/01.

351. BAC denies the allegations set forth in Paragraph 351 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 351.

352. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 352, except refers the Court to the referenced report for an accurate statement of its contents.

353. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 353, except refers the Court to the referenced report for an accurate statement of its contents.

354. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 354, except refers the Court to the referenced report for an accurate statement of its contents.

355. Denies the allegations set forth in Paragraph 355, except states that on 8/28/01 BAS issued a report on Enron, and refers the Court to that report for its author and an accurate statement of its contents.

356. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 356, except refers the Court to the referenced Bloomberg News interview for an accurate statement of its contents.

357. Denies the allegations set forth in Paragraph 357, except states that on 8/28/01 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

358. To the extent that the allegations set forth in Paragraph 358 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 358, except refers the Court to the referenced letter for an accurate statement of its contents.

359. To the extent that the allegations set forth in Paragraph 359 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 359 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 359.

360. To the extent that the allegations set forth in Paragraph 360 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies the allegations set forth in Paragraph 360 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 360, except states that Andersen apparently executed a plan to destroy Enron-related documents.

361. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 361.

362. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 362, except refers the Court to the referenced report for an accurate statement of its contents.

363. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 363, except refers the Court to the referenced report for an accurate statement of its contents.

364. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 364, except refers the Court to the referenced release by Enron for an accurate statement of its contents.

365. BAC denies the allegations set forth in Paragraph 365 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 365.

366. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 366.

367. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 367, except refers the Court to the referenced Bloomberg News report for an accurate statement of its contents.

368. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 368, except refers the Court to the referenced CNNfn interview for an accurate statement of its contents.

369. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 369, except refers the Court to the referenced CNBC interview for an accurate statement of its contents.

370. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 370, except refers the Court to the referenced report for an accurate statement of its contents.

371. Denies the allegations set forth in Paragraph 371 of the Complaint, except states that on 10/16/01 BAS issued a report on Enron, and refers the Court to that report for an accurate statement of its contents.

372. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 372, except refers the Court to the referenced report for an accurate statement of its contents.

373. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 373, except refers the Court to the referenced report for an accurate statement of its contents.

374. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 374, except refers the Court to the referenced report for an accurate statement of its contents.

375. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 375, except refers the Court to the referenced report for an accurate statement of its contents.

376. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 376, except refers the Court to the referenced report for an accurate statement of its contents.

377. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 377.

378. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 378, except refers the Court to the referenced report for an accurate statement of its contents.

379. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 379, except refers the Court to the referenced report for an accurate statement of its contents.

380. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 380, except refers the Court to the referenced report for an accurate statement of its contents.

381. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 381, except refers the Court to the referenced report for an accurate statement of its contents.

382. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 382, except refers the Court to the referenced release for an accurate statement of its contents.

383. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 383, except refers the Court to the referenced release for an accurate statement of its contents.

384. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 384, except refers to Enron's SEC filings and press releases for an accurate statement of their contents.

385. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 385.

386. To the extent that the allegations set forth in Paragraph 386 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 386 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 386.

387. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 387.

388. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 388.

389. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 389.

390. To the extent that the allegations set forth in Paragraph 390 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 390 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 390, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives, and refers the Court to Enron's SEC filings concerning accounting issues.

391. Admits that Enron filed for bankruptcy on 12/2/01. Refers the Court to public market documents for the value of Enron stock during the class period. Refers the Court to Enron's post-bankruptcy filing SEC Reports. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 391.

392. Refers the Court to SEC filings and Congressional Records for an accurate statement of their contents. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 392.

393. To the extent that the allegations set forth in Paragraph 393 contain conclusions of law, no response is required. Refers the Court to Enron's post-bankruptcy filing SEC Reports. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 393 to the extent that they refer to the conduct or state of mind of BAC, states that Plaintiffs are no longer asserting any fraud-based claims against BAC as a result of the Court's December 20, 2002 Order dismissing the Section 10(b) claim against it, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 393.

394. To the extent that the allegations set forth in Paragraph 394 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 394 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 394.

395. To the extent that the allegations set forth in Paragraph 395 contain conclusions of law, no response to Paragraph 395 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 395.

396. To the extent that the allegations set forth in Paragraph 396 contain conclusions of law, no response to Paragraph 396 is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 396.

397. To the extent that the allegations set forth in Paragraph 397 contain conclusions of law, no response to Paragraph 397 is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 397.

398. To the extent that the allegations set forth in Paragraph 398 contain conclusions of law, no response to Paragraph 398 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 398.

399. To the extent that the allegations set forth in Paragraph 399 contain conclusions of law, no response to Paragraph 399 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 399.

400. To the extent that the allegations set forth in Paragraph 400 contain conclusions of law, no response to Paragraph 400 is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 400.

401. To the extent that the allegations set forth in Paragraph 401 contain conclusions of law, no response to Paragraph 401 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 401.

402. To the extent that the allegations set forth in Paragraph 395 contain conclusions of law, no response to Paragraph 395 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 402.

403. To the extent that the allegations set forth in Paragraph 403 contain conclusions of law, no response to Paragraph 403 is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 403.

404. To the extent that the allegations set forth in Paragraph 404 contain conclusions of law, no response to Paragraph 404 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 404.

405. To the extent that the allegations set forth in Paragraph 405 contain conclusions of law, no response to Paragraph 405 is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 405.

406. To the extent that the allegations set forth in Paragraph 406 contain conclusions of law, no response to Paragraph 406 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 406, except refers the Court to the Declaration of Scott D. Hakala attached as Exhibit B to Lead Plaintiff's Appendix of Exhibits in Support of Consolidated Complaint filed 4/8/02 for an accurate statement of its contents and the contents of any attachments thereto.

407. To the extent that the allegations set forth in Paragraph 407 contain conclusions of law, no response to Paragraph 407 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 407, except refers the Court to the Declaration of Scott D. Hakala attached as Exhibit B to the Exhibit Appendix for an accurate statement of its contents.

408. To the extent that the allegations set forth in Paragraph 408 contain conclusions of law, no response to Paragraph 408 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 408.

409. To the extent that the allegations set forth in Paragraph 409 contain conclusions of law, no response to Paragraph 409 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 409.

410. To the extent that the allegations set forth in Paragraph 410 contain conclusions of law, no response to Paragraph 410 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 410.

411. To the extent that the allegations set forth in Paragraph 411 contain conclusions of law, no response to Paragraph 411 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 411.

412. To the extent that the allegations set forth in Paragraph 412 contain conclusions of law, no response to Paragraph 412 is required. To the extent a response is

required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 412.

413. To the extent that the allegations set forth in Paragraph 413 contain conclusions of law, no response to Paragraph 413 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 413, except refers the Court to the Declaration of Scott D. Hakala attached as Exhibit B to the Exhibit Appendix for an accurate statement of its contents.

414. To the extent that the allegations set forth in Paragraph 414 contain conclusions of law, no response to Paragraph 414 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 414.

415. To the extent that the allegations set forth in Paragraph 415 contain conclusions of law, no response to Paragraph 415 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 415.

416. To the extent that the allegations set forth in Paragraph 416 contain conclusions of law, no response to Paragraph 416 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 416, except refers the Court to Exhibit C to the Exhibit Appendix for an accurate statement of its contents.

417. To the extent that the allegations set forth in Paragraph 417 contain conclusions of law, no response to Paragraph 417 is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the

allegations set forth in Paragraph 417 to the extent that they refer to defendants other than BAC and BAS. Denies each and every remaining allegation in Paragraph 417.

418. To the extent that the allegations set forth in Paragraph 418 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 418 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 418.

419. Admits that Enron has restated its financial results, and refers the Court to Enron's SEC filings and press releases for the applicable time period and amount of its restatements. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 419, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives.

420. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 420.

421. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 421.

422. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 422, except refers the Court to the referenced Accounting Malpractice.com article for an accurate statement of its contents.

423. To the extent that the allegations set forth in Paragraph 423 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 423 to the extent that they refer to the conduct or

state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 423.

424. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 424, except refers the Court to Enron's SEC filings and press releases for Enron's reported financial results for 1997 through 2001 and states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives.

425. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 425, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives and refers the Court to Enron's SEC filings and press releases for their exact contents.

426. To the extent that the allegations set forth in Paragraph 426 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 426.

427. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 427, except refers the Court to the provisions and sources of GAAP and Regulation S-X for an accurate statement of their contents.

428. To the extent that the allegations set forth in Paragraph 428 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set

forth in Paragraph 428, except refers the Court to §13(b)(2) of the 1934 Act for an accurate statement of its contents.

429. BAC denies the allegations set forth in Paragraph 429 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 429.

430. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 430, except refers the Court to Accounting Research Bulletin No. 51, ¶1 for an accurate statement of its contents.

431. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 431, except refers the Court to FASB Statement of Financial Accounting Standards ("SFAS") No. 94 for an accurate statement of its contents.

432. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 432, except refers the Court to FASB Statement of Financial Accounting Standards No. 125, ¶¶9c, 26 for an accurate statement of its contents.

433. BAC denies the allegations set forth in Paragraph 433 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 433, except refers the Court to FASB Emerging Issues Task Force Abstract ("EITF") No. 90-15 and EITF Topic No. D-14 and other sources of GAAP for an accurate statement of their contents.

434. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 434, except refers the Court to the referenced Wall Street Journal article for an accurate statement of its contents.

435. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 435, except refers the Court to Enron's SEC filings for an accurate statement of their contents.

436. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 436.

437. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 437.

438. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 438.

439. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 439.

440. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 440.

441. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 441.

442. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 442.

443. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 443.

444. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 444, except refers the Court to FASB Statement of Concepts No. 5, ¶¶83-84 for an accurate statement of its contents.

445. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 445, except refers the Court to Accounting Principles

Board ("APB") No. 9, ¶28 and ARB No. 43, Chapter 1B and other sources of GAAP for an accurate statement of their contents.

446. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 446.

447. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 447, except admits that Enron has restated its financial results.

448. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 448.

449. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 449.

450. Admits that Enron has restated its financial results. BAC denies the allegations set forth in Paragraph 450 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 450, except refers to sources of GAAP for an accurate statement of their contents.

451. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 451.

452. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 452.

453. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 453, except refers the Court to public market documents and Rhythms' SEC filings for the trading price of Rhythms stock on 4/7/99.

454. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 454, except refers the Court to APB No. 9, ¶28 for an accurate statement of its contents.

455. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 455.

456. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 456.

457. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 457.

458. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 458.

459. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 459.

460. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 460.

461. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 461.

462. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 462, except refers the Court to APB No. 9, ¶28 and ARB No. 43, Chapter 1 for an accurate statement of their contents.

463. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 463.

464. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 464.

465. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 465.

466. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 466.

467. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 467.

468. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 468.

469. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 469.

470. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 470.

471. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 471.

472. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 472.

473. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 473.

474. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 474.

475. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 475.

476. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 476.

477. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 477.

478. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 478.

479. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 479.

480. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 480, except refers the Court to public market documents for the trading price of Avici securities on 8/3/00 and 9/30/00.

481. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 481.

482. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 482.

483. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 483.

484. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 484.

485. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 485.

486. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 486, except refers the Court to public market documents for the trading price of New Power securities in mid-November 2000.

487. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 487.

488. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 488.

489. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 489.

490. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 490.

491. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 491.

492. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 492.

493. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 493, except refers the Court to Enron's SEC filings, press releases and financial statements for Enron's financial reports in the second, third and fourth quarters of 2000 and the first and second quarters of 2001, and to EITF No. 85-1 for an accurate statement of their contents.

494. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 494.

495. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 495.

496. BAC denies the allegations set forth in Paragraph 496 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 496.

497. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 497.

498. BAC denies the allegations set forth in Paragraph 498 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 498.

499. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 499.

500. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 500.

501. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 501, except refers the Court to SFAS No. 125 for an accurate statement of its contents.

502. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 502, except refers the Court to SFAS No. 125 and the Osprey offering documents for an accurate statement of their contents.

503. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 503, except refers the Court to SFAS No. 125 and the Osprey offering documents for an accurate statement of their contents.

504. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 504, except refers the Court to the Osprey offering documents for an accurate statement of their contents.

505. To the extent that the allegations set forth in Paragraph 505 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 505.

506. To the extent that the allegations set forth in Paragraph 506 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 506 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 506.

507. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 507, except refers the Court to SFAS No. 57 for an accurate statement of its contents.

508. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 508, except refers the Court to Item 404 of SEC Regulation S-K for an accurate statement of its contents.

509. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 509, except refers the Court to Statement of Financial Accounting Concepts 2, ¶¶21, 79 for an accurate statement of their contents.

510. To the extent that the allegations set forth in Paragraph 510 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 510.

511. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 511 except refers to sources of GAAP and SEC rules for an accurate statement of their contents.

512. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 512, except refers the Court to Enron's proxy statements in 2000 and 2001 for an accurate statement of their contents.

513. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 512, except refers the Court to Enron's Forms 10-Q for the second and third quarters of 1999, Enron's Form 10-K for the fiscal year 1999 and Enron's proxy statements in 2000 for an accurate statement of their contents.

514. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 512, except refers the Court to Enron's Form 10-Q for the second quarter of 2000 for an accurate statement of its contents.

515. To the extent that the allegations set forth in Paragraph 515 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 515, except refers the Court to Enron's Forms 10-Q for the second and third quarters of 1999 and the first quarter of 2000 for an accurate statement of their contents.

516. To the extent that the allegations set forth in Paragraph 516 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 516 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 516.

517. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 517, except refers the Court to SEC Staff Accounting Bulletin ("SAB") No. 99 for an accurate statement of its contents.

518. To the extent that the allegations set forth in Paragraph 518 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set

forth in Paragraph 518, except refers the Court to APB No. 20 for an accurate statement of its contents.

519. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 518, except refers the Court to Accounting Malpractice.com for an accurate statement of its contents.

520. BAC denies the allegations set forth in Paragraph 520 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 520.

521. To the extent that the allegations set forth in Paragraph 521 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 521.

522. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 522.

523. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 523.

524. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 524.

525. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 525, except refers the Court to FASB Statement of Concepts, No. 5, ¶¶83-84 for an accurate statement of its contents.

526. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 526.

527. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 527.

528. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 528.

529. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 529.

530. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 530, except refers the Court to the referenced New York Times article for an accurate statement of its contents.

531. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 531.

532. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 532.

533. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 533.

534. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 534, except refers the Court to EITF No. 98-10 for an accurate statement of its contents.

535. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 535.

536. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 536.

537. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 537.

538. BAC denies the allegations set forth in Paragraph 538 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 538.

539. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 539.

540. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 540.

541. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 541.

542. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 542, except refers the Court to the referenced Washington Post article for an accurate statement of its contents.

543. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 543.

544. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 544.

545. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 545.

546. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 546.

547. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 547.

548. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 548.

549. To the extent that the allegations set forth in Paragraph 549 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 549.

550. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 550, except refers the Court to the referenced Fortune article for an accurate statement of its contents.

551. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 551.

552. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 552, except refers the Court to SFAS No. 115 for an accurate statement of its contents.

553. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 553, except refers the Court to SFAS No. 115 for an accurate statement of its contents.

554. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 554, except refers the Court to the referenced internal report for an accurate statement of its contents.

555. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 555.

556. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 556.

557. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 557.

558. To the extent that the allegations set forth in Paragraph 558 contain conclusions of law, no response is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 558 to the extent that they refer to defendants other than BAC and BAS. Denies each and every remaining allegation in Paragraph 558.

559. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 559, except refers the Court to the referenced Houston Chronicle article for an accurate statement of its contents.

560. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 560.

561. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 561.

562. To the extent that the allegations set forth in Paragraph 562 contain conclusions of law, no response is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 562.

563. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 563, except refers the Court to the referenced ruling by U.S. District Court Judge Jed S. Rakoff for an accurate statement of its contents.

564. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 564, except refers the Court to the referenced New York Times article for an accurate statement of its contents.

565. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 565.

566. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 566.

567. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 567, except refers the Court to the referenced New York Times article for an accurate statement of its contents.

568. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 568.

569. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 569.

570. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 570, except refers the Court to the referenced New York Times article for an accurate statement of its contents.

571. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 571.

572. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 572.

573. To the extent that the allegations set forth in Paragraph 573 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 573.

574. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 574, except refers the Court to FASB Statement of Concepts No. 2, ¶78 for an accurate statement of its contents.

575. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 575.

576. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 576.

577. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 577.

578. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 578, except refers the Court to ARB No. 45 for an accurate statement of its contents.

579. To the extent that the allegations set forth in Paragraph 579 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 579.

580. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 580.

581. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 581, except refers the Court to Statement of Position ("SOP") 98-5 for an accurate statement of its contents.

582. To the extent that the allegations set forth in Paragraph 582 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 582.

583. To the extent that the allegations set forth in Paragraph 583 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 583.

584. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 584, except refers the Court to SFAS No. 121 for an accurate statement of its contents.

585. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 585, except refers the Court to SFAS No. 115 for an accurate statement of its contents.

586. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 586.

587. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 587.

588. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 588, except refers the Court to the referenced release by Enron for an accurate statement of its contents.

589. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 589.

590. Denies the allegations set forth in Paragraph 590 of the Complaint, except states that BAS participated in the offering of Azurix securities in 1999. Refers the Court to public market documents for the trading price of Azurix stock following the offering. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 590.

591. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 591.

592. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 592.

593. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 593.

594. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 594, except refers the Court to SFAS No. 121 for an accurate statement of its contents.

595. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 595.

596. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 596.

597. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 597.

598. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 598 except refers to SEC filings for an accurate statement of their contents.

599. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 599.

600. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 600, except refers the Court to the referenced Wall Street Journal article for an accurate statement of its contents.

601. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 601, except refers the Court to SFAS No. 121 for an accurate statement of its contents.

602. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 602.

603. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 603.

604. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 604.

605. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 605.

606. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 606.

607. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 607.

608. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 608.

609. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 609.

610. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 610, except refers the Court to APB No. 28, ¶10, FASB Statement of Concepts No. 1, ¶¶34, 40, 42 and 50 and FASB Statement of Concepts No. 2, ¶¶58-59, 79, 95 and 97 for an accurate statement of their contents.

611. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 611.

612. BAC denies the allegations set forth in Paragraph 612 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or

information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 612, except refers the Court to Enron's Registration Statements for an accurate statement of their dates, contents and the documents incorporated therein.

613. To the extent that the allegations set forth in Paragraph 613 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 613 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 613, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives, and refers the Court to Enron's Registration Statements and Forms 10-K for 1997 through 2000 and other SEC filings for an accurate statement of their contents.

614. To the extent that the allegations set forth in Paragraph 614 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 614 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 614, except refers the Court to Enron's Registration Statements and Forms 10-K for an accurate statement of their contents.

615. To the extent that the allegations set forth in Paragraph 615 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 615 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 615, except refers the Court to Enron's Registration Statements and Forms 10-K for an accurate statement of their contents.

616. To the extent that the allegations set forth in Paragraph 616 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 616 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 616, except refers the Court to Enron's Offering Documents for an accurate statement of their contents.

617. To the extent that the allegations set forth in Paragraph 617 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 617 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 617, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives.

618. To the extent that the allegations set forth in Paragraph 618 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 618 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 618, refers the Court to Enron's Offering Documents and Registration Statements for an accurate statement of their contents.

619. To the extent that the allegations set forth in Paragraph 619 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 619 to the extent that they refer to the conduct or

state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 619.

620. To the extent that the allegations set forth in Paragraph 620 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 620 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 620, except refers the Court to Enron's Offering Documents for an accurate statement of their contents.

621. BAC denies the allegations set forth in Paragraph 621 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 621.

622. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 622.

623. To the extent that the allegations set forth in Paragraph 623 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 623 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 623, except states that BAC was unaware of any misstatements by Enron or its officers.

624. To the extent that the allegations set forth in Paragraph 624 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 624 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief

as to the truth of the allegations set forth in Paragraph 624, except refers the Court to Enron's Offering Documents for their exact contents.

625. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 625, except denies the allegations in Paragraph 625 to the extent that they are directed against BAC and refers the Court to Enron's Offering Documents for their exact contents.

626. To the extent that the allegations set forth in Paragraph 626 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 626 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 626, except refers the Court to Enron's Offering Documents for their exact contents.

627. To the extent that the allegations set forth in Paragraph 627 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 627 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 627, except refers the Court to Enron's Offering Documents for their exact contents.

628. To the extent that the allegations set forth in Paragraph 628 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 628 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 628, except refers the Court to Enron's Offering Documents for their exact contents.

629. To the extent that the allegations set forth in Paragraph 629 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 629, except refers the Court to Enron's Offering Documents and Forms 10-K for an accurate statement of their contents.

630. To the extent that the allegations set forth in Paragraph 630 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 630 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 630.

631. To the extent that the allegations set forth in Paragraph 631 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 631 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 631, except refers the Court to Enron's Registration Statements and Forms 10-K for an accurate statement of their contents.

632. To the extent that the allegations set forth in Paragraph 632 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 632.

633. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 633.

634. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 634.

635. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 635.

636. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 636, except refers the Court to Enron's Offering Documents and Forms 10-K for an accurate statement of their contents.

637. To the extent that the allegations set forth in Paragraph 637 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 637, except refers the Court to the referenced internal EBS document for an accurate statement of its contents.

638. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 638, except refers the Court to the referenced internal EBS document for an accurate statement of its contents.

639. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 639.

640. To the extent that the allegations set forth in Paragraph 640 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 640 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 640, except refers the Court to Enron's Offering Documents, Forms 10-Q and Forms 10-K for an accurate statement of their contents.

641. To the extent that the allegations set forth in Paragraph 641 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 641 to the extent that they refer to the conduct or

state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641, except refers the Court to Enron's Forms 10-K for an accurate statement of their contents.

641.1. To the extent that the allegations set forth in Paragraph 641.1 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 641.1 to the extent that they refer to the conduct or state of mind of BAC, except states that BAS participated in a portion of the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes, and refers the Court to the Offering Memoranda issued in connection with the private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes and 6.19% Senior Secured Notes for an accurate statement of their contents. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 641.1.

641.2. To the extent that the allegations set forth in Paragraph 641.2 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 641.2 of the Complaint, except states that BAS participated in a portion of the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 641.2.

641.3. To the extent that the allegations set forth in Paragraph 641.3 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.3.

641.4. To the extent that the allegations set forth in Paragraph 641.4 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.4.

641.5. To the extent that the allegations set forth in Paragraph 641.5 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.5, except refers the Court to the Offering Memorandum referenced in Paragraph 641.5 for an accurate statement of its contents.

641.6. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.6, except refers the Court to the Offering Memorandum referenced in Paragraph 641.6 for an accurate statement of its contents.

641.7. To the extent that the allegations set forth in Paragraph 641.7 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.7.

641.8. To the extent that the allegations set forth in Paragraph 641.8 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.8.

641.9. To the extent that the allegations set forth in Paragraph 641.9 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set

forth in Paragraph 641.9, except refers the Court to the Offering Memorandum referenced in Paragraph 641.9 for an accurate statement of its contents.

641.10. To the extent that the allegations set forth in Paragraph 641.10 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.10.

641.11. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.11, except refers the Court to the Offering Memorandum referenced in Paragraph 641.11 for an accurate statement of its contents.

641.12. To the extent that the allegations set forth in Paragraph 641.12 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.12.

641.13. To the extent that the allegations set forth in Paragraph 641.13 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.13.

641.14. To the extent that the allegations set forth in Paragraph 641.14 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.14, except refers the Court to the Offering Memorandum referenced in Paragraph 641.14 for an accurate statement of its contents.

641.15. To the extent that the allegations set forth in Paragraph 641.15 contain conclusions of law, no response is required. To the extent that a response is required,

BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.15.

641.16. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.16, except refers the Court to the Offering Memorandum referenced in Paragraph 641.16 for an accurate statement of its contents.

641.17. To the extent that the allegations set forth in Paragraph 641.17 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.17.

641.18. To the extent that the allegations set forth in Paragraph 641.18 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.18.

641.19. To the extent that the allegations set forth in Paragraph 641.19 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.19, except refers the Court to the Offering Memorandum referenced in Paragraph 641.19 for an accurate statement of its contents.

641.20. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.20, except refers the Court to the Offering Memorandum referenced in Paragraph 641.20 for an accurate statement of its contents.

641.21. To the extent that the allegations set forth in Paragraph 641.21 contain conclusions of law, no response is required. To the extent that a response is required,

BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.21.

641.22. To the extent that the allegations set forth in Paragraph 641.22 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.22.

641.23. To the extent that the allegations set forth in Paragraph 641.23 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.23, except refers the Court to the Offering Memorandum referenced in Paragraph 641.23 for an accurate statement of its contents.

641.24. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.24, except refers the Court to the Offering Memorandum referenced in Paragraph 641.24 for an accurate statement of its contents.

641.25. To the extent that the allegations set forth in Paragraph 641.25 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.25.

641.26. To the extent that the allegations set forth in Paragraph 641.26 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.26.

641.27. To the extent that the allegations set forth in Paragraph 641.27 contain conclusions of law, no response is required. To the extent that a response is required,

BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.27, except refers the Court to the Offering Memorandum referenced in Paragraph 641.27 for an accurate statement of its contents.

641.28. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.28, except refers the Court to the Offering Memorandum referenced in Paragraph 641.28 for an accurate statement of its contents.

641.29. To the extent that the allegations set forth in Paragraph 641.29 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.29.

641.30. To the extent that the allegations set forth in Paragraph 641.30 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.30.

641.31. To the extent that the allegations set forth in Paragraph 641.31 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.31, except refers the Court to the Offering Memorandum referenced in Paragraph 641.31 for an accurate statement of its contents.

641.32. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.32, except refers the Court to the Offering Circular and Offering Memorandum referenced in Paragraph 641.32 for an accurate statement of their contents.

641.33. To the extent that the allegations set forth in Paragraph 641.33 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.33.

641.34. To the extent that the allegations set forth in Paragraph 641.34 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.34.

641.35. To the extent that the allegations set forth in Paragraph 641.35 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.35, except refers the Court to the Offering Memorandum referenced in Paragraph 641.35 for an accurate statement of its contents.

641.36. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.36, except refers the Court to the Offering Circular and Offering Memorandum referenced in Paragraph 641.36 for an accurate statement of their contents.

641.37. To the extent that the allegations set forth in Paragraph 641.37 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 641.37 of the Complaint, except states that BAS, Credit Suisse First Boston Corporation, Deutsche Banc Alex.Brown Inc., J.P. Morgan Securities Inc. and CIBC World Markets Corp., among others, participated in the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes, that an Offering Memorandum was issued in connection with said offering, and

that at some point subsequent to the private placement the Notes were publicly traded on the Luxembourg Exchange. Refers the Court to the Offering Memorandum regarding repayment of the Notes.

641.38. To the extent that the allegations set forth in Paragraph 641.38 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 641.38 of the Complaint, except states that BAS, Credit Suisse First Boston Corporation, Deutsche Banc Alex.Brown Inc., J.P. Morgan Securities Inc. and CIBC World Markets Corp., among others, participated as Initial Purchasers in the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes.

641.39. To the extent that the allegations set forth in Paragraph 641.39 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 641.39 of the Complaint, except refers the Court to the Offering Memorandum issued in connection with the private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes and 6.19% Senior Secured Notes for an accurate statement of its contents.

641.40. Denies the allegations set forth in Paragraph 641.40 of the Complaint, except refers the Court to the Offering Memorandum issued in connection with the private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes and 6.19% Senior Secured Notes for an accurate statement of its contents.

641.41. To the extent that the allegations set forth in Paragraph 641.41 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 641.41 to the extent that they refer to the conduct or state of mind of BAC, except states that BAC and/or its subsidiaries under all the

circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives. Further states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 641.41, except refers the Court to the Offering Memoranda referenced in Paragraph 641.41 for an accurate statement of their contents.

641.42. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.42.

641.43. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 641.43.

641.44. Denies the allegations set forth in Paragraph 641.44 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 641.44.

642. To the extent that the allegations set forth in Paragraph 642 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 642 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 642, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors

and/or representatives, and refers the Court to the cases cited in Paragraph 642 for an accurate statement of their contents.

643. To the extent that the allegations set forth in Paragraph 643 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 643 to the extent that they refer to the conduct or state of mind of BAC, states that Plaintiffs are no longer asserting any fraud-based claims against BAC as a result of the Court's December 20, 2002 Order dismissing the Section 10(b) claim against it, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 643, except refers the Court to the referenced March 25, 2002 Business Week article for an accurate statement of its contents.

644. To the extent that the allegations set forth in Paragraph 644 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 644 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 644, except admits that certain direct and indirect subsidiaries of BAC had business dealings with Enron and certain affiliates of Enron and admits on information and belief that certain other banks and investment banks had business dealings with Enron and certain affiliates of Enron, and refers the Court to the referenced March 19, 2002 Miami Herald article for an accurate statement of its contents.

645. To the extent that the allegations set forth in Paragraph 645 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 645 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief

as to the truth of the allegations set forth in Paragraph 645, except refers the Court to the referenced February 26, 2002 Dow Jones news release for an accurate statement of its contents.

646. To the extent that the allegations set forth in Paragraph 646 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 646 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 646, except refers the Court to the referenced "Private Placement Memorandum" for an accurate statement of its contents.

647. To the extent that the allegations set forth in Paragraph 647 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 647 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 647.

648. To the extent that the allegations set forth in Paragraph 648 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 648 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 648, except refers the Court to the referenced February 11, 2002 Business Week article, the referenced March 22, 2002 Washington Post article and the referenced February 19, 2002 New York Times article for an accurate statement of their contents.

649. To the extent that the allegations set forth in Paragraph 649 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 649 to the extent that they refer to the conduct or

state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 649.

650. To the extent that the allegations set forth in Paragraph 650 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 650 to the extent that they refer to the conduct or state of mind of BAC and further denies the allegations set forth in Paragraph 650, except refers to applicable laws and regulations for an accurate statement of their contents, states that certain of its subsidiaries extended loans to Enron and/or Enron-related entities and performed credit analyses of those loans, and that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 650.

651. To the extent that the allegations set forth in Paragraph 651 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 651 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 651.

652. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 652 except states on information and belief that JPMorgan and/or certain of its subsidiaries had business dealings with Enron and/or its affiliates.

653. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 653 of the Complaint.

654. To the extent that the allegations set forth in Paragraph 654 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 654 of the Complaint.

655. To the extent that the allegations set forth in Paragraph 655 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 655 except refers to the offering documents for an accurate statement of their contents and for a description of the role of JPMorgan, if any.

656. To the extent that the allegations set forth in Paragraph 656 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 656 except admits that J.P. Morgan Securities Inc. participated in the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes, and otherwise refers to the offering documents for an accurate statement of their contents.

657. To the extent that the allegations set forth in Paragraph 657 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 657 except refers to loan documents and SEC filings of Enron for an accurate statement of their contents and for a description of the role of JPMorgan, if any.

658. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 658 of the Complaint.

659. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 659 except refers to loan documents and SEC filings of Enron for an accurate statement of their contents and for a description of the role of JPMorgan, if any.

660. To the extent that the allegations set forth in Paragraph 660 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 660 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 660.

661. To the extent that the allegations set forth in Paragraph 660 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 661.

662. To the extent that the allegations set forth in Paragraph 662 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 662 to the extent that they refer to the conduct or state of mind of BAC except refers the Court to the "Registration Statements and Prospectuses" referenced in Paragraph 662 for accurate statements of their contents, to Enron's SEC filings concerning its financial statements, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 662.

663. To the extent that the allegations set forth in Paragraph 663 contain conclusions of law, no response is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 663.

664. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 664.

665. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 665, except refers the Court to the referenced Opinion and Order for an accurate statement of its contents.

666. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 666 except refers the Court to the referenced March 5, 2002 Dow Jones article for an accurate statement of its contents.

667. To the extent that the allegations set forth in Paragraph 667 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 667.

668. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 668.

669. To the extent that the allegations set forth in Paragraph 669 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 669.

670. To the extent that the allegations set forth in Paragraph 670 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 670 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 670.

671. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 671.

672. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 672.

673. To the extent that the allegations set forth in Paragraph 673 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 673 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 673.

674. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 674 except admits on information and belief that Citigroup and or certain of its subsidiaries had business dealings with Enron and/or its affiliates.

675. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 675 of the Complaint.

676. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 676 of the Complaint.

677. To the extent that the allegations set forth in Paragraph 677 contain conclusions of law, no response is required. To the extent that a response is required, BAC admits that Salomon Smith Barney, Inc. participated in the offering of 7% Exchangeable Notes and Zero Coupon Notes, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 677 except refers to the offering documents for an accurate statement of their contents.

678. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 678 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Citigroup, if any.

679. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 679 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Citigroup, if any.

680. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 680 except refers to loan documents and SEC filings of Enron for an accurate statement of their contents and for a description of the role of Citigroup, if any.

681. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 681 of the Complaint.

682. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 682 of the Complaint.

683. To the extent that the allegations set forth in Paragraph 683 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 683 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 683.

684. To the extent that the allegations set forth in Paragraph 684 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 684 of the Complaint.

685. To the extent that the allegations set forth in Paragraph 685 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 685 to the extent that they refer to the conduct or state of mind of BAC, refers the Court to the "Registration Statements and Prospectuses" referenced in Paragraph 685 for accurate statements of their contents and to Enron's SEC filings concerning its financial statements, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 685.

686. To the extent that the allegations set forth in Paragraph 686 contain conclusions of law, no response is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 686 of the Complaint.

687. To the extent that the allegations set forth in Paragraph 687 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 687 of the Complaint.

688. To the extent that the allegations set forth in Paragraph 688 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 688 except refers to SEC filings for an accurate statement of their contents.

689. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 689 of the Complaint.

690. To the extent that the allegations set forth in Paragraph 690 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 690 to the extent that they refer to the conduct or

state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 690 of the Complaint.

691. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 691 of the Complaint.

692. To the extent that the allegations set forth in Paragraph 692 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 692 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 692.

693. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 693 except admits on information and belief that CS First Boston and or certain of its subsidiaries had business dealings with Enron and/or its affiliates.

694. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 694 of the Complaint.

695. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 695 of the Complaint.

696. To the extent that the allegations set forth in Paragraph 696 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 696 except refers to the offering documents for an accurate statement of their contents and for a description of the role of CS First Boston, if any.

697. To the extent that the allegations set forth in Paragraph 697 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 697 except refers to the offering documents for an accurate statement of their contents and for a description of the role of CS First Boston, if any.

698. To the extent that the allegations set forth in Paragraph 698 contain conclusions of law, no response is required. To the extent that a response is required, BAC admits, on information and belief, that one of CS First Boston's subsidiaries participated in the Azurix offering, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 698 except refers to the offering documents for an accurate statement of their contents.

699. To the extent that the allegations set forth in Paragraph 699 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 699 except admits that Credit Suisse First Boston Corporation participated in the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp II 6.31% Senior Secured Notes, and otherwise refers to the offering documents for an accurate statement of their contents.

700. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 700 except refers to the offering documents for an accurate statement of their contents and for a description of the role of CS First Boston, if any.

701. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 701 except refers to loan documents and SEC filings of Enron for an accurate statement of their contents and for a description of the role of CS First Boston, if any.

702. To the extent that the allegations set forth in Paragraph 702 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 702 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 702.

703. To the extent that the allegations set forth in Paragraph 703 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 703 to the extent that they refer to the conduct or state of mind of BAC, except refers the Court to the "Registration Statements and Prospectuses" referenced in Paragraph 703 for accurate statements of their contents and to Enron's SEC filings concerning its financial statements and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 703.

704. To the extent that the allegations set forth in Paragraph 704 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 704.

705. To the extent that the allegations set forth in Paragraph 705 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 705.

706. To the extent that the allegations set forth in Paragraph 706 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 706.

707. To the extent that the allegations set forth in Paragraph 707 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 707.

708. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 708 of the Complaint.

709. To the extent that the allegations set forth in Paragraph 709 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 709.

710. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 710 of the Complaint.

711. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 711 except refers the Court to public market reports for the trading price of Enron securities on the referenced date.

712. To the extent that the allegations set forth in Paragraph 712 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 712.

713. To the extent that the allegations set forth in Paragraph 713 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 713 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 713.

714. To the extent that the allegations set forth in Paragraph 714 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 714 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 714.

715. To the extent that the allegations set forth in Paragraph 715 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 715 except admits on information and belief that CIBC and/or certain of its subsidiaries had business dealings with Enron and/or its affiliates.

716. To the extent that the allegations set forth in Paragraph 716 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 716.

717. To the extent that the allegations set forth in Paragraph 717 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 717.

718. To the extent that the allegations set forth in Paragraph 718 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 718 except refers to the offering documents for an accurate statement of their contents and for a description of the role of CIBC, if any.

719. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 719 except refers to loan documents and SEC filings of Enron for an accurate statement of their contents and for a description of the role of CIBC, if any.

720. To the extent that the allegations set forth in Paragraph 720 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 720 except admits that CIBC World Markets Corp. participated in the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes, and otherwise refers to the offering documents for an accurate statement of their contents.

721. To the extent that the allegations set forth in Paragraph 718 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 721 except refers to the offering documents for an accurate statement of their contents and for a description of the role of CIBC, if any.

722. To the extent that the allegations set forth in Paragraph 722 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 722 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 722.

723. To the extent that the allegations set forth in Paragraph 723 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 723 to the extent that they refer to the conduct or

state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 723, except refers the Court to the "Registration Statements and Prospectuses" referenced in Paragraph 723 for accurate statements of their contents and to Enron's SEC filings concerning its financial statements.

724. To the extent that the allegations set forth in Paragraph 724 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 724.

725. To the extent that the allegations set forth in Paragraph 725 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 725.

726. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 726 of the Complaint.

727. To the extent that the allegations set forth in Paragraph 727 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 727.

728. To the extent that the allegations set forth in Paragraph 728 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 728.

729. Denies the allegations set forth in Paragraph 729 to the extent that they refer to the conduct or state of mind of BAC except refers the Court to the Wall Street Journal

article referenced in Paragraph 729 for an accurate statement of its contents and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 729.

730. To the extent that the allegations set forth in Paragraph 730 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 730 to the extent that they refer to the conduct or state of mind of BAC and otherwise refers the Court to public market reports for the trading price of Enron securities during the referenced period.

731. To the extent that the allegations set forth in Paragraph 731 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 731 except refers the Court to public market reports for the trading price of New Power stock during the referenced period to the offering documents for an accurate statement of their contents and for a description of the role of CIBC, and to Enron's SEC filings concerning its financial statements.

732. To the extent that the allegations set forth in Paragraph 732 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 732.

733. To the extent that the allegations set forth in Paragraph 733 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 733 to the extent that they refer to the conduct or

state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 733.

734. To the extent that the allegations set forth in Paragraph 734 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 734 of the Complaint to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 734.

735. To the extent that the allegations set forth in Paragraph 735 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 735 except admits on information and belief that Merrill Lynch and/or certain of its subsidiaries had business dealings with Enron and/or its affiliates.

736. To the extent that the allegations set forth in Paragraph 736 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 736 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 736.

737. To the extent that the allegations set forth in Paragraph 737 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 737.

738. To the extent that the allegations set forth in Paragraph 738 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set

forth in Paragraph 738 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Merrill Lynch, if any.

739. To the extent that the allegations set forth in Paragraph 739 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 739 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Merrill Lynch, if any.

740. To the extent that the allegations set forth in Paragraph 740 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 740 except refers the Court to the referenced "placement memorandum" for an accurate statement of its contents.

741. To the extent that the allegations set forth in Paragraph 741 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 741.

742. To the extent that the allegations set forth in Paragraph 742 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.

742.1. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.1.

742.2. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.2.

742.3. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.3.

742.4. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.4.

742.5. To the extent that the allegations set forth in Paragraph 742.5 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 742.5 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.5.

742.6. To the extent that the allegations set forth in Paragraph 742.6 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 742.6 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.6.

742.7. To the extent that the allegations set forth in Paragraph 742.7 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.7.

742.8. To the extent that the allegations set forth in Paragraph 742.8 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.8.

742.9. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.9.

742.10. To the extent that the allegations set forth in Paragraph 742.10 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.10, except refers the Court to SEC Staff Accounting Bulletin No. 101, referenced in Paragraph 742.10, for an accurate statement of its contents.

742.11. To the extent that the allegations set forth in Paragraph 742.11 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 742.11 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.11, except refers to Senator Levin's remarks for an accurate statement of their contents.

742.12. To the extent that the allegations set forth in Paragraph 742.12 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.12.

742.13. To the extent that the allegations set forth in Paragraph 742.13 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.13, except refers to Senator Levin's remarks for an accurate statement of their contents.

742.14. To the extent that the allegations set forth in Paragraph 742.14 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.14.

742.15. To the extent that the allegations set forth in Paragraph 742.15 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.15.

742.16. To the extent that the allegations set forth in Paragraph 742.16 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.16.

742.17. To the extent that the allegations set forth in Paragraph 742.17 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.17.

742.18. To the extent that the allegations set forth in Paragraph 742.18 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.18.

742.19. To the extent that the allegations set forth in Paragraph 742.19 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.19.

742.20. To the extent that the allegations set forth in Paragraph 742.20 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.20.

742.21. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.21.

742.22. To the extent that the allegations set forth in Paragraph 742.22 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 742.22.

743. To the extent that the allegations set forth in Paragraph 743 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 743.

744. To the extent that the allegations set forth in Paragraph 744 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 744 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 744.

745. To the extent that the allegations set forth in Paragraph 745 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 745 except refers the Court to the "Registration Statements and Prospectuses" referenced in Paragraph 745 for accurate statements of their contents.

746. To the extent that the allegations set forth in Paragraph 746 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 746.

747. To the extent that the allegations set forth in Paragraph 747 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 747.

748. To the extent that the allegations set forth in Paragraph 748 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 748 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 748.

749. To the extent that the allegations set forth in Paragraph 749 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 749 of the Complaint.

750. To the extent that the allegations set forth in Paragraph 750 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 750 except admits on information and belief that Barclays and/or certain of its subsidiaries had business dealings with Enron and/or its affiliates.

751. To the extent that the allegations set forth in Paragraph 751 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 751.

752. To the extent that the allegations set forth in Paragraph 752 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 752 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Barclays, if any.

753. To the extent that the allegations set forth in Paragraph 753 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 753 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Barclays, if any.

754. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 754 except refers to loan documents and SEC filings of Enron for an accurate statement of their contents and for a description of the role of Barclays, if any.

755. To the extent that the allegations set forth in Paragraph 755 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 755 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 755.

756. To the extent that the allegations set forth in Paragraph 756 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 756.

757. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 757.

758. To the extent that the allegations set forth in Paragraph 758 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 758.

759. To the extent that the allegations set forth in Paragraph 759 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 759, except refers the Court to Enron's SEC filings and press releases for Enron's financial disclosures.

760. To the extent that the allegations set forth in Paragraph 760 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 760 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 760.

761. To the extent that the allegations set forth in Paragraph 761 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 761 of the Complaint to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 761.

762. To the extent that the allegations set forth in Paragraph 762 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 762 except admits on information and belief that Lehman Brothers and/or certain of its subsidiaries had business dealings with Enron and/or its affiliates.

763. To the extent that the allegations set forth in Paragraph 763 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 763.

764. To the extent that the allegations set forth in Paragraph 764 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 764.

765. To the extent that the allegations set forth in Paragraph 765 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 765 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Lehman Brothers, if any.

766. To the extent that the allegations set forth in Paragraph 766 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 766 except refers to offering documents for an accurate statement of their contents and for a description of the role of Lehman Brothers, if any.

767. To the extent that the allegations set forth in Paragraph 767 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 767.

768. To the extent that the allegations set forth in Paragraph 768 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies the allegations set forth in Paragraph 768 to the extent that they refer to the conduct or state of mind of BAC, except refers the Court to the "Registration Statements and Prospectuses" referenced in Paragraph 768 for accurate statements of their contents and for a description of the role of Lehman Brothers, if any, refers to Enron's SEC filings concerning its financial statements, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 768.

769. To the extent that the allegations set forth in Paragraph 769 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 769.

770. To the extent that the allegations set forth in Paragraph 770 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 770.

770.1 To the extent that the allegations set forth in Paragraph 770.1 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 770.1.

770.2 To the extent that the allegations set forth in Paragraph 770.1 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 770.2, except refers the Court to the "eight analyst reports" referenced in Paragraph 770.2 for an accurate statement of their contents.

771. To the extent that the allegations set forth in Paragraph 771 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 771 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 771.

772. To the extent that the allegations set forth in Paragraph 772 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 772 of the Complaint.

773. To the extent that the allegations set forth in Paragraph 773 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 773, except states that BAC is both a bank holding company and a financial holding company, and that BAC has subsidiaries that provided commercial and investment banking services to Enron.

774. To the extent that the allegations set forth in Paragraph 774 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 774 except states that certain of its subsidiaries participated in certain loans to Enron.

775. To the extent that the allegations set forth in Paragraph 775 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 775 of the Complaint.

776. To the extent that the allegations set forth in Paragraph 776 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 776 of the Complaint, except states that its indirect

subsidiary BAS or its former indirect subsidiary BancAmerica Robertson Stephens had a role related to certain sales of certain Enron securities and refers to the offering documents for a description of such role, if any.

777. To the extent that the allegations set forth in Paragraph 777 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 777 of the Complaint, except states that its indirect subsidiary BAS or NationsBanc Montgomery Securities LLC had a role related to certain sales of certain Enron securities and refers to the offering documents for a description of such role, if any.

778. To the extent that the allegations set forth in Paragraph 778 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 778 of the Complaint, except states that its indirect subsidiary BAS had a role in the Azurix IPO and refers to the offering documents for a description of its role.

779. Denies the allegations set forth in Paragraph 779 of the Complaint, except states that direct or indirect subsidiaries participated in loans and credit facilities to Enron or Enron-related entities and refers the Court to the relevant lending agreements for an accurate statement of their role and the terms thereof.

780. To the extent that the allegations set forth in Paragraph 780 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 780 except states that certain subsidiaries of BAC received appropriate fees for certain services provided to Enron and/or its affiliates and refers to the offering documents and SEC filings of Enron for uses of proceeds. BAC notes that the Court, in its December 20, 2002 Memorandum and Order, dismissed all fraud claims against

BAC, and notes further that Plaintiffs have not asserted a claim under Section 10(b) or Rule 10b-5 against BAC or BAS in the current Complaint. See Cplt. ¶¶ 104 n.7, 993.

781. To the extent that the allegations set forth in Paragraph 781 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 781, and notes that the Court, in its December 20, 2002 Memorandum and Order, dismissed all fraud claims against BAC, and notes further that Plaintiffs have not asserted a claim under Section 10(b) or Rule 10b-5 against BAC or BAS in the current Complaint. See Cplt. ¶¶ 104 n.7, 993. BAC further states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives and refers to Enron's SEC filings concerning its financial statements. Further states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

782. To the extent that the allegations set forth in Paragraph 782 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 782 of the Complaint, except states that its subsidiary BAS issued analyst reports on the dates listed in Paragraph 782 and refers the Court to those reports for an accurate statement of their contents. Further states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives. Further states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk

factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

783. To the extent that the allegations set forth in Paragraph 783 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 783 and notes that the Court, in its December 20, 2002 Memorandum and Order, dismissed all fraud claims against BAC, and notes further that Plaintiffs have not asserted a claim under Section 10(b) or Rule 10b-5 against BAC or BAS in the current Complaint. See Cplt. ¶¶ 104 n.7, 993.

784. To the extent that the allegations set forth in Paragraph 784 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 784, except states that BAC and/or its subsidiaries under all the circumstances reasonably relied on the statements, representations, financial information and financial statements made or issued by Enron, its officers, directors and/or representatives. Further states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

785. To the extent that the allegations set forth in Paragraph 785 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 785, notes that the Court, in its December 20, 2002 Memorandum and Order, dismissed all fraud claims against BAC, and notes further that Plaintiffs have not asserted a claim under Section 10(b) or Rule 10b-5 against BAC or BAS in the current Complaint. See Cplt. ¶¶ 104 n.7, 993.

786. To the extent that the allegations set forth in Paragraph 786 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 786, notes that the Court, in its December 20, 2002 Memorandum and Order, dismissed all fraud claims against BAC, and notes further that Plaintiffs have not asserted a claim under Section 10(b) or Rule 10b-5 against BAC or BAS in the current Complaint. See Cplt. ¶¶ 104 n.7, 993.

787. To the extent that the allegations set forth in Paragraph 787 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 787 except admits on information and belief that Deutsche Bank and/or certain of its subsidiaries had business dealings with Enron and/or its affiliates.

788. To the extent that the allegations set forth in Paragraph 788 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 788.

789. To the extent that the allegations set forth in Paragraph 789 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 789.

790. To the extent that the allegations set forth in Paragraph 790 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 790 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Deutsche Bank, if any.

791. To the extent that the allegations set forth in Paragraph 791 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 791 except admits that Deutsche Banc Alex.Brown Inc. participated in the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. II 6.31% Senior Secured Notes, and otherwise refers to the offering documents for an accurate statement of their contents.

792. To the extent that the allegations set forth in Paragraph 792 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 792 except refers to the offering documents for an accurate statement of their contents and for a description of the role of Deutsche Bank, if any.

793. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 793 except refers to loan documents and SEC filings of Enron for an accurate statement of their contents and for a description of the role of Deutsche Bank, if any.

794. To the extent that the allegations set forth in Paragraph 794 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 794.

795. To the extent that the allegations set forth in Paragraph 795 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 795 except refers the Court to the "Registration Statements and Prospectuses"

referenced in Paragraph 795 for accurate statements of their contents and to Enron's SEC filings concerning its financial statements.

796. To the extent that the allegations set forth in Paragraph 796 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 796.

797. To the extent that the allegations set forth in Paragraph 797 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.

797.1. To the extent that the allegations set forth in Paragraph 797.1 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.1.

797.2. To the extent that the allegations set forth in Paragraph 797.2 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.2 except refers the Court to the referenced House of Representatives and Senate Committee findings and to the report of Neil Batson for accurate statements of their contents.

797.3. Denies the allegations set forth in Paragraph 797.3 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.3, except refers to the referenced statement of Senator Grassley for an accurate statement of its contents.

797.4. To the extent that the allegations set forth in Paragraph 797.4 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.4, except refers the Court to the letters referenced in Paragraph 797.4 for accurate statements of their contents.

797.5. To the extent that the allegations set forth in Paragraph 797.5 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 797.5 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.5.

797.6. To the extent that the allegations set forth in Paragraph 797.6 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.6,

797.7. To the extent that the allegations set forth in Paragraph 797.7 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.7, except refers the Court to the 2/15/03 Washington Post article referenced in Paragraph 797.7 for an accurate statement of its contents.

797.8. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.7, except refers the Court to the 2/15/03 *Washington Post* article referenced in Paragraph 797.7 for an accurate statement of its contents.

797.9. To the extent that the allegations set forth in Paragraph 797.9 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.9, except refers the Court to the referenced report of Neil Batson for an accurate statement of its contents.

797.10. To the extent that the allegations set forth in Paragraph 797.10 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.10.

797.11. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.11.

797.12. To the extent that the allegations set forth in Paragraph 797.12 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.12.

797.13. To the extent that the allegations set forth in Paragraph 797.13 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.13, except refers the Court to the 3/31/03 *BusinessWeek* article referenced in Paragraph 797.13 for an accurate statement of its contents.

797.14. To the extent that the allegations set forth in Paragraph 797.14 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.14, except refers the Court to the Report of the Joint Committee on Taxation referenced in Paragraph 797.14 for an accurate statement of its contents.

797.15. To the extent that the allegations set forth in Paragraph 797.15 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.15, except refers the Court to the 3/31/03 *BusinessWeek* article referenced in Paragraph 797.15 for an accurate statement of its contents.

797.16. To the extent that the allegations set forth in Paragraph 797.16 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.16.

797.17. To the extent that the allegations set forth in Paragraph 797.17 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.17, except refers the Court to the Report of the Joint Committee on Taxation referenced in Paragraph 797.14 for an accurate statement of its contents.

797.18. To the extent that the allegations set forth in Paragraph 797.18 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.18.

797.19. To the extent that the allegations set forth in Paragraph 797.19 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.19.

797.20. To the extent that the allegations set forth in Paragraph 797.20 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.20, except refers the Court to the Report of the Joint Committee on Taxation referenced in Paragraph 797.20 for an accurate statement of its contents.

797.21 To the extent that the allegations set forth in Paragraph 797.21 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.21.

797.22. To the extent that the allegations set forth in Paragraph 797.22 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.22.

797.23. To the extent that the allegations set forth in Paragraph 797.23 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.23.

797.24. To the extent that the allegations set forth in Paragraph 797.24 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.24.

797.25. To the extent that the allegations set forth in Paragraph 797.25 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.25.

797.26. To the extent that the allegations set forth in Paragraph 797.26 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.26.

797.27. To the extent that the allegations set forth in Paragraph 797.27 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.27, except refers the Court to the Report of the Joint Committee on Taxation referenced in Paragraph 797.20 for an accurate statement of its contents.

797.28. To the extent that the allegations set forth in Paragraph 797.28 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.28, except refers the Court to the Report of the Joint Committee on Taxation referenced in Paragraph 797.28 for an accurate statement of its contents.

797.29. To the extent that the allegations set forth in Paragraph 797.29 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.29.

797.30. To the extent that the allegations set forth in Paragraph 797.30 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.30.

797.31. To the extent that the allegations set forth in Paragraph 797.31 contain conclusions of law, no response is required. To the extent that a response is required, BAC

denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.31.

797.32. To the extent that the allegations set forth in Paragraph 797.32 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 797.32.

798. To the extent that the allegations set forth in Paragraph 798 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 760 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 798.

799. To the extent that the allegations set forth in Paragraph 799 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 799.

800. To the extent that the allegations set forth in Paragraph 800 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 800, except refers the Court to the articles referenced therein for accurate statements of their contents.

801. To the extent that the allegations set forth in Paragraph 801 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 801.

802. To the extent that the allegations set forth in Paragraph 802 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 802.

803. To the extent that the allegations set forth in Paragraph 803 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 803.

804. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 804 of the Complaint.

805. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 805 of the Complaint.

806. To the extent that the allegations set forth in Paragraph 806 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 806.

807. To the extent that the allegations set forth in Paragraph 807 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 807.

808. To the extent that the allegations set forth in Paragraph 808 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 808.

809. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 809 of the Complaint.

810. To the extent that the allegations set forth in Paragraph 810 contain conclusions of law, no response is required. To the extent a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 810 of the Complaint.

811. To the extent that the allegations set forth in Paragraph 811 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 811 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 811.

812. To the extent that the allegations set forth in Paragraph 812 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 812.

813. Denies the allegations set forth in Paragraph 813 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 813, except refers the Court to the offering memorandum for the LJM2 partnership referenced in Paragraph 813 for an accurate statement of its contents.

814. Denies the allegations set forth in Paragraph 814 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 814.

815. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 815 of the Complaint.

816. To the extent that the allegations set forth in Paragraph 816 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 816 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 816.

817. To the extent that the allegations set forth in Paragraph 817 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegation set forth in Paragraph 817 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 817.

818. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 818 of the Complaint.

819. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 819 of the Complaint.

820. To the extent that the allegations set forth in Paragraph 820 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegation set forth in Paragraph 820 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 820.

821. To the extent that the allegations set forth in Paragraph 821 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegation set forth in Paragraph 821 to the extent that they refer to the conduct or state

of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 821.

822. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 822, except refers the Court to public market reports for the price of Enron stock during the referenced time period.

823. To the extent that the allegations set forth in Paragraph 823 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 823.

824. To the extent that the allegations set forth in Paragraph 824 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 824, except refers the Court to the referenced Forms 10-K, Forms 10-Q, Form 8-K, Proxy Statements, Registration Statements and Prospectuses for an accurate statement of their contents.

825. To the extent that the allegations set forth in Paragraph 825 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 825, except refers the Court to the Powers Report and the referenced Forms 10-K, Forms 10-Q, Form 8-K, Proxy Statements, Registration Statements and Prospectuses for an accurate statement of their contents.

826. To the extent that the allegations set forth in Paragraph 826 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in

Paragraph 826, except refers the Court to Enron's Forms 10-K for an accurate statement of their contents.

827. To the extent that the allegations set forth in Paragraph 827 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 827, except refers the Court to the referenced Form 10-Q for an accurate statement of its contents.

828. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 828 of the Complaint.

829. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 829 of the Complaint.

830. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 830 of the Complaint, except refers to the Powers Report for an accurate statement of its contents.

831. To the extent that the allegations set forth in Paragraph 831 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 831.

832. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 832, except refers the Court to the referenced Form 10-Q and other Enron SEC filings for accurate statements of their contents.

833. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 833 of the Complaint, except refers the Court to the Powers Report for an accurate statement of its contents.

834. To the extent that the allegations set forth in Paragraph 834 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 834, except refers the Court to the referenced Form 10-Q for an accurate statement of its contents.

835. To the extent that the allegations set forth in Paragraph 835 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 835.

836. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 836, except refers the Court to Enron's Forms 10-Q for their exact contents.

837. To the extent that the allegations set forth in Paragraph 837 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 837.

838. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 838 of the Complaint.

839. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 839, except refers the Court to the referenced Form 10-Q for an accurate statement of its contents.

840. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 840, except refers the Court to the referenced Form 10-Q for an accurate statement of its contents.

841. To the extent that the allegations set forth in Paragraph 841 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 841, except refers the Court to the referenced Form 10-K for an accurate statement of its contents.

842. To the extent that the allegations set forth in Paragraph 842 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 842, except refers the Court to the referenced Form 10-Q and Proxy Statement for accurate statements of their contents.

843. To the extent that the allegations set forth in Paragraph 843 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 843, except refers the Court to the referenced Form 10-Q and Proxy Statement for accurate statements of their contents.

844. To the extent that the allegations set forth in Paragraph 844 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 844.

845. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 845, except refers the Court to the referenced Forms 10-K and Proxy Statement for an accurate statement of their exact contents.

846. To the extent that the allegations set forth in Paragraph 846 contain conclusions of law, no response is required. To the extent that a response is required, denies

knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 846, except refers the Court to Enron's Forms 10-K for an accurate statement of their contents.

847. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 847, except refers the Court to the Powers Report for an accurate statement of its contents.

848. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 848, except refers the Court to the referenced Proxy Statement and Memo for an accurate statement of their contents.

849. To the extent that the allegations set forth in Paragraph 849 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 849, except refers the Court to the referenced Proxy Statement and the Powers Report for accurate statements of their contents.

850. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 850, except refers the Court to the referenced letter from Sherron Watkins to Kenneth Lay for an accurate statement of its contents.

851. To the extent that the allegations set forth in Paragraph 851 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 851.

852. To the extent that the allegations set forth in Paragraph 852 contain conclusions of law, no response is required. To the extent that a response is required, denies

knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 852.

853. To the extent that the allegations set forth in Paragraph 853 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 853, except refers the Court to the referenced 8/29/01 letter for an accurate statement of its contents.

854. To the extent that the allegations set forth in Paragraph 854 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 854.

855. To the extent that the allegations set forth in Paragraph 855 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 855, except refers the Court to the referenced 10/15/01 letter from Vinson & Elkins to Enron for an accurate statement of its contents.

856. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 856 of the Complaint.

857-896. The allegations previously set forth in Paragraphs 857 through 896 were deleted and thus no responses are required.

897. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 897 except states that Andersen was a "big-5" global accounting firm that audited Enron's financial statements and provided consulting and other services for and related to Enron, including comfort letters, states upon information and belief

that Andersen performed its work for Enron in many locations, including Houston, Texas, where it also installed a team of experts within Enron's Houston offices, and states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

898. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 898, except refers the Court to the opinion in *United States v. Arthur Young & Co.*, 465 U.S. 805 (1984), for an accurate statement of its contents, admits that Andersen had a responsibility because of its certification of Enron's financial statements and other work with Enron to assure their accuracy and reliability, and admits that Andersen did not fulfill its accounting and auditing responsibilities in connection with Enron and states that BAC's indirect subsidiary BAS has claims pending in this action against Andersen as set forth in the First Amended Cross-Complaint of Banc of America Securities LLC Against Arthur Andersen LLP and refers thereto for a true statement of its contents.

899. As to the first sentence of Paragraph 899, admits that Andersen incorrectly represented that certain of Enron's financial statements were presented in accordance with GAAP. As to the second sentence of Paragraph 899, admits that Andersen consented to the incorporation of its reports on Enron's financial statements in certain of Enron's Form 10-Ks and Registration Statements. As to the third sentence of Paragraph 899, admits that Andersen consented to references to its firm and its expertise in certain of Enron's filings. To the extent that the allegations set forth in Paragraph 899 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 899, except refers the Court

to the referenced Forms 10-K, Registration Statements and Prospectuses and Reports and consents of Andersen for their exact contents.

900. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 900, except refers the Court to *Relationship Between Registrants and Independent Accountants*, SEC Accounting Series Release No. 296, 1981 SEC LEXIS 858 (Aug. 20, 1981), for an accurate statement of its contents.

901. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 901, except refers the Court to the American Institute of Certified Public Accountants ("AICPA") Code of Professional Ethics for an accurate statement of its contents.

902. Admits the allegations set forth in Paragraph 902 of the Complaint.

903. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 903, except refers the Court to the referenced 2/23/01 Andersen report for an accurate statement of its contents.

904. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 904, except refers the Court to the referenced Andersen audit reports for an accurate statement of their exact contents.

905. Admits the allegations of the first two sentences of Paragraph 905, except denies knowledge or information sufficient to form a belief as to whether Andersen's audits complied with GAAS and denies knowledge or information sufficient to form a belief as to the truth of the allegations of the third sentence of Paragraph 905.

906. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 906 of the Complaint.

907. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 907, except states that BAC and/or its subsidiaries relied on Andersen's independence, objectivity, and integrity.

908. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 908, except refers the Court to the referenced AICPA Code of Professional Ethics provisions for an accurate statement of their contents.

909. To the extent that the allegations set forth in Paragraph 909 contain conclusions of law, no response is required. To the extent that a response is required, admits that Andersen did not fulfill its accounting and auditing responsibilities in connection with Enron including comfort letters and denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 909.

910. Denies the allegations in Paragraph 910 to the extent that they refer to the conduct of state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 910.

911. Denies the allegations in Paragraph 911 to the extent that they refer to the conduct of state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 911.

912. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 912, except refers the Court to the document referenced in Paragraph 912 for an accurate statement of its contents.

913. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 913 of the Complaint.

914. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 914 of the Complaint.

915. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 915 of the Complaint, except states that BAC and/or its subsidiaries relied on Andersen's independence.

916. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 916, except states that BAC and/or its subsidiaries relied on Andersen's independence, objectivity, and integrity.

917. To the extent that the allegations set forth in Paragraph 917 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 917 except refers to the referenced consent decree and sanctions for their terms.

918. To the extent that the allegations set forth in Paragraph 918 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 918 except states that Andersen apparently executed a plan to destroy Enron-related documents and that destruction of Enron-related documents was undertaken in Andersen's Houston, Texas, Chicago, Illinois, Portland, Oregon, and London, England office and refers to the referenced indictment for its terms.

919. To the extent that the allegations set forth in Paragraph 919 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 919 except refers to documents referred to therein for an accurate statement of their contents.

920. To the extent that the allegations set forth in Paragraph 920 contain conclusions of law, no response is required. To the extent that a response is required, denies

knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 920.

921. To the extent that the allegations set forth in Paragraph 921 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 921, except refers the Court to SAS No. 82 (AU §§ 316, 110) for an accurate statement of its contents, states that Andersen knew or should have known of possible improprieties and accounting errors at Enron and states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

922. To the extent that the allegations set forth in Paragraph 922 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 922, except refers the Court to AU ¶316.17(a) for an accurate statement of its contents except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

923. To the extent that the allegations set forth in Paragraph 923 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 923, except refers the Court to AU ¶316.17(c) for an accurate statement of its contents and except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with

Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

924. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 924 except refers to various SEC filings for an accurate statement of their contents including Net Sales before and after restatements.

925. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 925 of the Complaint.

926. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 926, except refers the Court to the referenced e-mail from Mark Zajac to Andersen partners and to Andersen's audit opinions for an accurate statement of their contents.

927. To the extent that the allegations set forth in Paragraph 927 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations in Paragraph 927 of the Complaint, to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 927.

928. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 928, except refers the Court to the referenced e-mail from Carl Bass to defendants Stewart and Neuhausen for an accurate statement of its contents.

929. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 929, except refers the Court to the referenced e-mail from Bass to Stewart for an accurate statement of its contents.

930. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 930, except refers the Court to the referenced minutes of the 2/5/01 meeting for an accurate statement of its contents.

931. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 931 except refers to the referenced audit opinion of Andersen for an accurate statement of its contents and states that Andersen continued its work for Enron.

932. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 932, except refers the Court to the referenced e-mail from Bass to Stewart for an accurate statement of its contents.

933. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 933, except admits, on information and belief, that Sherron Watkins, a then-current Enron employee and former Andersen employee, reported possible improprieties and accounting errors at Enron to Andersen.

934. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 934 of the Complaint.

935. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 935 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

936. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 936, except refers the Court to the referenced 1/30/02 New York Times article for an accurate statement of its contents.

937. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 937, except refers the Court to the referenced 3/15/02 Associated Press report for an accurate statement of its contents.

938. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 938, except refers the Court to the referenced 2/01 e-mail from Andersen partner Jones for an accurate statement of its contents and states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

939. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 939, except refers the Court to the referenced U.S. News & World Report article for an accurate statement of its contents.

940. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 940 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

941. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 941 except denies each and every allegation in Paragraph 941 to the extent it applies to BAC and states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

942. Admits the allegations of the first two sentences of Paragraph 942. As to the remainder of Paragraph 942, denies knowledge or information sufficient to form a belief as to the truth of the allegations except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

943. Admits the allegations set forth in Paragraph 943, except refers the Court to AU ¶334.09 for an accurate statement of its contents.

944. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 944 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

945. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 945 except states that throughout its sixteen-year history (and up to the time it filed for bankruptcy) Enron retained Andersen as its sole independent auditor and states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

946. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 946 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its

structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

947. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 947 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

948. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 948, except refers the Court to the referenced LJM2 PPM for an accurate statement of its contents and states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

949. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 949 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

950. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 950 of the Complaint.

951. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 951, except refers the Court to the referenced 11/12/01 Bloomberg article for an accurate statement of its contents except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its

accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

952. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 952 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

953. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 953 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

954. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 954 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

955. To the extent that the allegations set forth in Paragraph 955 contain conclusions of law, no response is required. To the extent a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 955 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

956. Admits, upon information and belief, that Enron has restated its financial results for 1997 through 2000 and that Andersen has indicated its reports should no longer be relied on. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 956 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

957. Admits the allegations set forth in Paragraph 957, except refers the Court to SAS No. 32, AU § 431.02-03 for an accurate statement of its contents and states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

958. Admits the allegations set forth in Paragraph 958, except refers the Court to AU § 334.11 for an accurate statement of its contents except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

959. To the extent that the allegations set forth in Paragraph 959 contain conclusions of law, no response is required. To the extent a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 959 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

960. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 960, except refers the Court to the referenced 11/5/01 Wall Street Journal article for an accurate statement of its contents.

961. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 961, except refers the Court to the referenced 10/01 New York Times article for an accurate statement of its contents except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

962. To the extent that the allegations set forth in Paragraph 962 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 962, except states that Andersen apparently executed a plan to destroy Enron-related documents and that destruction of Enron-related documents was undertaken in Andersen's Houston, Texas, Chicago, Illinois, Portland, Oregon, and London, England office and refers the Court to public Justice Department records for information concerning the investigation of Andersen and the federal grand jury indictment of Andersen.

963. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 963 of the Complaint.

964. To the extent that the allegations set forth in Paragraph 964 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 964, except refers the Court to the referenced memoranda and e-mail for an accurate statement of their contents.

965. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 965, except refers the Court to the referenced 3/18/02 New York Times article for an accurate statement of its contents.

966. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 966, except states that Andersen apparently executed a plan to destroy Enron-related documents and that destruction of Enron-related documents was undertaken in Andersen's Houston, Texas, Chicago, Illinois, Portland, Oregon, and London, England office and refers the Court to the referenced 10/16/01 emails from Temple and 10/23/01 meeting notes for an accurate statement of their contents.

967. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 967 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

968. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 968, except refers the Court to AICPA Principles and Rules of Professional Conduct, ET §§ 53, 102 and 501 and AU § 220 for accurate statements of their contents except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

969. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 969, except refers the Court to AU §§ 150, 110 for accurate statements of their contents and states that BAC and/or its subsidiaries believed that

Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

970. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 970 except states that BAC and/or its subsidiaries believed that Andersen was fully familiar with Enron, its business, its finances, its accounting, its structure and risk factors and that Andersen was required to apply GAAS and GAAP in its work concerning Enron which BAC and/or its subsidiaries relied on.

971. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 971 of the Complaint.

972. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 972, except refers the Court to the referenced Federal Election Committee Advisory Opinion No. 2000-36 dated 12/18/00 for an accurate statement of its contents.

973. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 973 of the Complaint.

974. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 974, except refers the Court to the referenced Andersen news releases, Andersen-Worldwide's web site and Andersen 2001 recruiting brochure for accurate statements of their contents.

975. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 975 of the Complaint.

976. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 976 of the Complaint.

977. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 977 of the Complaint.

978. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 978 of the Complaint.

979. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 979 of the Complaint.

980. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 980, except refers the Court to the referenced Andersen promotional literature for an accurate statement of its contents.

981. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 981, except refers the Court to the referenced Andersen documents and promotional literature for an accurate statement of its contents.

982. Denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 982 of the Complaint.

983. To the extent that the allegations set forth in Paragraph 983 contain conclusions of law, no response is required. To the extent that a response is required, admits that Enron's securities were listed and actively traded on the NYSE, that Enron filed periodic public reports with the SEC, that Enron disseminated press releases and engaged in analyst conferences and conference calls, and that Enron was followed by securities analysts who wrote reports. Denies knowledge or information concerning the truth of the allegation that the market for Enron's publicly traded securities was an efficient market.

984. Denies the allegations set forth in Paragraph 984 of the Complaint.

985. To the extent that the allegations set forth in Paragraph 985 contain conclusions of law, no response is required. To the extent that a response is required, denies the

allegations set forth in Paragraph 985 of the Complaint, except denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the third and fourth sentences of Paragraph 985.

986. To the extent that the allegations set forth in Paragraph 986 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations contained in Paragraphs 986 of the Complaint, except admits that Plaintiffs purport to bring this action pursuant to Rule 23 of the Federal Rules of Civil Procedure on behalf of all persons who purchased Enron's publicly-traded securities during the purported Class Period (the "Class") and purport to exclude from the Class the defendants and members of their immediate families, any officer, director or partner of any defendant, any entity in which a defendant has a controlling interest and the heirs of any such excluded party. States further that BAC has opposed the pending motion for class certification and that the Court has not yet ruled on that motion.

987. To the extent that the allegations set forth in Paragraph 987 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations set forth in the first sentence of Paragraph 987 of the Complaint, except refers to the public record for the number of outstanding shares of Enron common stock, Preferred Securities and debt securities owned by shareholders throughout the country.

988. To the extent that the allegations set forth in Paragraph 988 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations set forth in Paragraph 988 of the Complaint.

989. To the extent that the allegations set forth in Paragraph 989 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations set forth in the first and third sentences of Paragraph 989 and denies knowledge or

information sufficient to form a belief as to the truth of the allegations set forth in the second sentence of Paragraph 989.

990. To the extent that the allegations set forth in Paragraph 990 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations set forth in the first sentence of Paragraph 990 of the Complaint, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in the second sentence of Paragraph 990.

991. To the extent that the allegations set forth in Paragraph 991 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations set forth in Paragraph 991 of the Complaint.

RESPONSE TO FIRST CLAIM FOR RELIEF

992-997. The allegations set forth in Paragraphs 998-1002 are not directed against BAC so no response is required. In its December 20, 2002 Memorandum and Order, this Court, inter alia, dismissed the claims against BAC under Sections 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. As a result, Plaintiffs have not asserted a claim under Section 10(b) or Rule 10b-5 against BAC or BAS in the current Complaint. Additionally, to the extent that the allegations set forth in Paragraph 996 contain conclusions of law, no response is required. To the extent a response is required, BAC repeats and incorporates each and every response to the allegations set forth in Paragraphs 1 through 991 as if set forth fully herein, admits that Plaintiffs purport to bring the first claim for relief against persons and entities identified in Paragraph 993, denies the allegations set forth in Paragraph 992-997 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies

knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraphs 992-997.

RESPONSE TO SECOND CLAIM FOR RELIEF

998-1002. The allegations set forth in Paragraphs 998-1002 are not directed against BAC so no response is required. In its December 20, 2002 Memorandum and Order, this Court, inter alia, dismissed the claims against BAC under Sections 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. As a result, Plaintiffs have not asserted a claim under Section 10(b) or Rule 10b-5 against BAC or BAS in the current Complaint. Additionally, to the extent that the allegations set forth in Paragraph 996 contain conclusions of law, no response is required. To the extent a response is required, BAC repeats and incorporates each and every response to the allegations set forth in Paragraphs 1 through 997 as if set forth fully herein, admits that Plaintiffs purport to bring this claim against the Enron defendants who allegedly sold stock during the purported class period, denies the allegations set forth in Paragraphs 998 through 1002 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraphs 998 through 1002.

RESPONSE TO THIRD CLAIM FOR RELIEF

1005. BAC repeats and incorporates each and every response to the allegations set forth in Paragraphs 75-86, 101, 103, 104, 108, 121, 124, 126, 134-135, 141, 151, 164-165, 236, 336, 384, 419, 421, 447-448, 450, 518, 610, 612-641, and 986-991 as if set forth fully herein, denies the allegations set forth in Paragraph 1005 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1005.

1006. To the extent that the allegations set forth in Paragraph 1006 contain conclusions of law, no response is required. To the extent that a response is required, admits that the defendants and plaintiffs identified in Paragraph 1006 are purportedly the parties to the third claim for relief in this action, denies the allegations set forth in Paragraph 1006 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1006.

1007. To the extent that the allegations set forth in Paragraph 1007 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations set forth in Paragraph 1007.

1008. Admits that Enron was the registrant of the securities sold via the offerings listed in Paragraph 1006 of the Complaint.

1008.1. To the extent that the allegations set forth in Paragraph 1008.1 contain conclusions of law, no response to Paragraph 1008.1 is required. To the extent a response is required, BAC denies the allegations set forth in Paragraph 1008.1 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1008.1, except refers the Court to Enron's Registration Statements and other filings and 17 C.F.R. § 230.158 for an accurate statement of their contents.

1009. To the extent that the allegations set forth in Paragraph 1009 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1009, except admits that individuals who prepare, review and/or sign registration statements and prospectuses may be responsible for their contents, and refer the Court to the

relevant prospectuses and registration statements for an accurate statement of their signatories and the participants in the offerings.

1010. To the extent that the allegations set forth in Paragraph 1010 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 1010 to the extent that they refer to the conduct or state of mind of BAC, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1010, except refers the Court to the relevant registration statements for an accurate statement of their contents.

1011. To the extent that the allegations set forth in Paragraph 1011 contain conclusions of law, no response is required. To the extent that a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1011, except refers the Court to the relevant prospectuses and registration statements for an accurate statement of their contents.

1012. Admits the allegations set forth in Paragraph 1012 to the extent reflected in relevant prospectuses and registration statements.

1013. To the extent that the allegations set forth in Paragraph 1013 contain conclusions of law, no response is required. To the extent that a response is required, denies the allegations set forth in Paragraph 1013 to the extent that they refer to the conduct or state of mind of BAC, states that BAS and other underwriters participated in offerings of the 7.375% Notes and 7% Exchangeable Notes and exercised reasonable care and due diligence, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1013.

1014. To the extent that the allegations set forth in Paragraph 1014 contain conclusions of law, no response is required. To the extent that a response is required, denies the

allegations set forth in Paragraph 1014 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1014.

1015. To the extent that the allegations set forth in Paragraph 1015 contain conclusions of law, no response is required. To the extent that a response is required, BAC denies the allegations set forth in Paragraph 1015 to the extent that they refer to the conduct or state of mind of BAC and otherwise denies knowledge or information concerning the truth of the allegations set forth in Paragraph 1015.

1016. The allegations previously set forth in Paragraph 1016 were deleted and thus no response is required.

RESPONSE TO FOURTH CLAIM FOR RELIEF

1016.1. BAC repeats and incorporates each and every response to the allegations set forth in Paragraphs 1 through 1016 as if set forth fully herein.

1016.2. To the extent that the allegations set forth in Paragraph 1016.2 contain conclusions of law, no response to Paragraph 1016.2 is required. To the extent a response is required, admits that the persons and entities identified in Paragraph 1016.2 are purportedly the defendants in the fourth claim for relief in this action, denies the allegations set forth in Paragraph 1015 to the extent that they refer to the conduct or state of mind of BAC, denies that BAC controlled BAS, and otherwise denies knowledge or information concerning the truth of the allegations set forth in Paragraph 1015.

1016.3. To the extent that the allegations set forth in Paragraph 1016.2 contain conclusions of law, no response to Paragraph 1016.2 is required. To the extent a response is required, BAC denies the allegations set forth in Paragraph 1016.3 of the Complaint.

1016.4. To the extent that the allegations set forth in Paragraph 1016.4 contain conclusions of law, no response to Paragraph 1016.4 is required. To the extent a response is required, BAC denies the allegations set forth in Paragraph 1016.4 to the extent that they refer to the conduct or state of mind of BAC, except states that BAS and other initial purchasers participated in a portion of the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. 6.31% Senior Secured Notes and refers the Court to the Offering Memoranda for an accurate statement of their contents. Denies knowledge or information sufficient to form a belief as to the truth of the remains allegations set forth in Paragraph 1016.4.

1016.5. To the extent that the allegations set forth in Paragraph 1016.5 contain conclusions of law, no response to Paragraph 1016.5 is required. To the extent a response is required, BAC denies the allegations set forth in Paragraph 1016.5 to the extent that they refer to the conduct or state of mind of BAC, except states that BAS participated in a portion of the July 2001 private placement of Marlin Water Trust II and Marlin Water Capital Corp. 6.31% Senior Secured Notes and refers the Court to the Offering Memoranda for an accurate statement of their contents. Denies knowledge or information sufficient to form a belief as to the truth of the remains allegations set forth in Paragraph 1016.5.

1016.6. To the extent that the allegations set forth in Paragraph 1016.6 contain conclusions of law, no response to Paragraph 1016.6 is required. To the extent a response is required, BAC denies the allegations set forth in Paragraph 1016.6 to the extent that they refer to the conduct or state of mind of BAC, states that BAS and other underwriters participated in the private placement of the Marlin Water Trust II and Marlin Water Capital Corp. 6.31% Senior Secured Notes and exercised reasonable care and due diligence, refers the Court to the Offering Memoranda for Marlin Water Trust II and Marlin Water Capital Corp. 6.31% Senior Secured Notes and 6.19% Senior Secured Notes for an accurate statement of their

contents, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1016.6.

1016.7. To the extent that the allegations set forth in Paragraph 1016.7 contain conclusions of law, no response to Paragraph 1016.7 is required. To the extent a response is required, BAC denies the allegations set forth in Paragraph 1016.7 to the extent that they refer to the conduct or state of mind of BAC, states that BAS and other underwriters participated in the private placement of the Marlin Water Trust II and Marlin Water Capital Corp. 6.31% Senior Secured Notes and exercised reasonable care and due diligence, refers the Court to the Offering Memoranda for Marlin Water Trust II and Marlin Water Capital Corp. 6.31% Senior Secured Notes and 6.19% Senior Secured Notes for an accurate statement of their contents, and otherwise denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1016.6.

1016.8. To the extent that the allegations set forth in Paragraph 1016.8 contain conclusions of law, no response to Paragraph 1016.8 is required. To the extent a response is required, denies knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1016.8.

1016.9. To the extent that the allegations set forth in Paragraph 1016.9 contain conclusions of law, no response to Paragraph 1016.9 is required. To the extent a response is required, BAC denies the allegations set forth in Paragraph 1016.9 of the Complaint.

RESPONSE TO FIFTH CLAIM FOR RELIEF

1016.10-1016.24. The allegations set forth in Paragraphs 1016.10-1016.24 are not directed against BAC so no response is required. To the extent a response is required, BAC repeats and incorporates each and every response to the allegations set forth in Paragraphs 1 through 1016.09 as if set forth fully herein, and admits that the plaintiffs identified in Paragraph

1016.11 and the persons and entities identified in Paragraph 1016.12 are purportedly the plaintiffs and defendants in the fifth claim for relief in this action. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraphs 1016.10-1016.24.

RESPONSE TO SIXTH CLAIM FOR RELIEF

1016.25-1016.28. The allegations set forth in Paragraphs 1016.25-1016.28 are not directed against BAC so no response is required. To the extent a response is required, BAC repeats and incorporates each and every response to the allegations set forth in Paragraphs 1 through 1016.24 as if set forth fully herein, and admits that the plaintiffs identified in Paragraph 1016.26 and the persons and entities identified in Paragraph 1016.27 are purportedly the plaintiffs and defendants in the sixth claim for relief in this action. Denies knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraphs 1016.25-1016.28.

DEFENSES

In asserting the following defenses, BAC does not assume the burden of proof of any defense that would otherwise rest on Plaintiffs.

FIRST DEFENSE

1017. The Complaint and each cause of action alleged therein fails to state a claim upon which relief can be granted against BAC and fails to comply with the requirements of Rule 9(b) of the Federal Rules of Civil Procedure and the Private Securities Litigation Reform Act.

SECOND DEFENSE

1018. The untrue statements, omissions of fact, and misleading statements alleged in the Complaint to have been made by BAC or for which BAC is alleged to be liable were not material to the investment decisions of a reasonable investor.

THIRD DEFENSE

1019. BAC and its subsidiaries and affiliates acted at all times in good faith, with reasonable care and with due diligence and had, after a reasonable investigation, reasonable grounds to believe and did believe at the time that the relevant prospectuses at issue in the Complaint became effective that the statements therein were true and that there was no omission to state a material fact required to be stated therein or necessary to make the statements therein not misleading.

FOURTH DEFENSE

1020. The claims of Plaintiffs are barred in whole or part because BAC and its subsidiaries and affiliates did not know, and in the exercise of reasonable care could not have known or had reasonable grounds to believe, that any misstatements or omissions of material fact existed in any of Enron's public filings with the SEC or press releases, or any statement issued in connection therewith.

FIFTH DEFENSE

1021. BAC is entitled to be indemnified by and/or to receive contribution for any liability it incurs.

SIXTH DEFENSE

1022. The claims of Plaintiffs are barred in whole or in part by the applicable statute(s) of limitations.

SEVENTH DEFENSE

1023. BAC and its subsidiaries and affiliates under all the circumstances reasonably relied on the statements, representations, comfort letters, financial information and financial statements made or issued by Andersen, Enron, its officers, directors and/or representatives.

EIGHTH DEFENSE

1024. The claims of Plaintiffs are barred in whole or part because Plaintiffs had actual or constructive knowledge of the acts and omissions complained of, therefore assuming the risk of any alleged damages proximately caused thereby.

NINTH DEFENSE

1025. The claims of Plaintiffs are barred in whole or part because Plaintiffs knew, or in the exercise of reasonable care should have known, of the alleged misrepresentations and omissions set forth in the Complaint and were thus negligent with respect to the purchase of Enron securities. This negligence was the cause in fact and proximate cause of the alleged damages asserted in the Complaint.

TENTH DEFENSE

1026. The claims of Plaintiffs are barred in whole or part because Plaintiffs did not reasonably rely on the public filings or press releases, or statements alleged in the Complaint to be materially false or misleading when made.

ELEVENTH DEFENSE

1027. Some or all of the matters now claimed by the Complaint to be the subject of misrepresentations and omissions were publicly disclosed or were in the public domain and, as such, were available to Plaintiffs and were at all times reflected in the price of Enron securities.

TWELFTH DEFENSE

1028. Plaintiffs are barred from claiming injury and damages, if any, because they failed to make reasonable efforts to mitigate such injury or damage, which would have prevented their injury or damages.

THIRTEENTH DEFENSE

1029. The claims asserted against BAC are barred because this action may not be maintained as a class action pursuant to Rule 23 of the Federal Rules of Civil Procedure.

FOURTEENTH DEFENSE

1030. The claims of Plaintiffs are barred in whole or part because the depreciation in the market price of Enron securities resulted from factors other than the alleged misstatements and omissions alleged in the Complaint.

FIFTEENTH DEFENSE

1031. The claims of Plaintiffs are barred in whole or part because the alleged misstatements and omissions alleged in the Complaint did not affect the market price of Enron securities.

SIXTEENTH DEFENSE

1032. BAC is not liable because any alleged misrepresentations by BAC and its subsidiaries and affiliates were forward-looking statements and/or contained sufficient cautionary language and risk disclosure.

SEVENTEENTH DEFENSE

1033. In executing or authorizing the execution and/or publication of any document containing the statements complained of in the Complaint, or in underwriting any securities, BAC and its subsidiaries and affiliates were entitled to, and did, reasonably and in good faith rely upon the work and conclusions of professionals and experts.

EIGHTEENTH DEFENSE

1034. Plaintiffs' claims and/or the claims of members of the class that Plaintiffs purport to represent are barred because Plaintiffs have failed to allege, and have not suffered, any cognizable injury attributable, in whole or in part, to any conduct by BAC or its subsidiaries and affiliates. Any damages for which the Plaintiffs and/or members of the class that Plaintiffs purport to represent seek to recover against BAC were in fact caused by actions or omissions of Plaintiffs and/or third parties.

NINETEENTH DEFENSE

1035. BAC did not make any false or misleading statements or omissions of material fact and is not responsible in law or in fact for any alleged false or misleading statements or omissions of material fact by others.

TWENTIETH DEFENSE

1036. Plaintiffs lack standing to assert one or more of the claims alleged in the Complaint because, among but not excluding other reasons, some Plaintiffs did not purchase in the initial offering of securities.

TWENTY-FIRST DEFENSE

1037. Plaintiffs' claims against BAC are barred because it is not liable for the acts of its subsidiaries as a matter of law.

TWENTY-SECOND DEFENSE

1038. Plaintiffs' claims against BAC are barred because it is not a "controlling person" of Enron, BAS, or any defendant in this action.

TWENTY-THIRD DEFENSE

1039. Plaintiffs' claims against BAC are barred because it cannot be held liable as a matter of law for allegedly aiding and abetting Enron or any defendant in this action.

TWENTY-FOURTH DEFENSE

1040. Plaintiffs' claims against BAC are barred because any alleged transaction between BAC and Plaintiffs was a legitimate and enforceable transaction entered into on an arm's length, principal-to-principal basis between sophisticated commercial parties based on public information and full disclosure to the extent required by law.

TWENTY-FIFTH DEFENSE

1041. Plaintiffs' claims against BAC are barred because it did not breach any duty owing to Plaintiffs.

TWENTY-SIXTH DEFENSE

1042. Plaintiffs' claims and/or the claims of any members of the class that plaintiffs purport to represent are barred, in whole or in part, to the extent that the damages sought exceed those permitted under the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act, common law, or any other applicable statute, rule or regulation.

TWENTY-SEVENTH DEFENSE

1043. BAC did not act with scienter.

TWENTY-EIGHTH DEFENSE

1044. The Complaint is subject to dismissal for failure to join necessary and indispensable parties to this action.

TWENTY-NINTH DEFENSE

1045. Plaintiffs' claims and/or the claims of any members of the class who Plaintiffs purport to represent are barred, in whole or in part, due to the fraud and/or contributory

negligence of the current and/or former officers and employees of Enron, as well as other third parties who, on information and belief, collaborated with Enron to perpetuate and conceal the fraud from BAC and others.

THIRTIETH DEFENSE

1046. Plaintiffs' claims and/or the claims of any members of the class who Plaintiffs purport to represent are barred, in whole or in part, due to the comparative fault of the current and/or former officers and employees of Enron, as well as other third parties who, on information and belief, collaborated with Enron to perpetuate and conceal the fraud from BAC and others.

THIRTY-FIRST DEFENSE

1047. Plaintiffs' claims and/or the claims of any members of the class who Plaintiffs purport to represent are barred, in whole or in part, for lack of proximate causation between BAC's alleged conduct and the alleged harm and by superseding and intervening causes.

THIRTY-SECOND DEFENSE

1048. BAC did not make a misstatement or omission of material fact concerning the financial statements of Enron, and is not responsible in law or in fact for any alleged false or misleading statements or omissions of material fact by others on which Plaintiffs allegedly relied.

THIRTY-THIRD DEFENSE

1049. BAC had no duty to disclose information allegedly omitted in Enron's statements to Plaintiffs or any members of the class that Plaintiffs purport to represent.

THIRTY-FOURTH DEFENSE

1050. Any alleged statement, omission or conduct by BAC did not take place "in connection with" the purchase or sale of any security.

THIRTY-FIFTH DEFENSE

1051. Plaintiffs' claims are barred because Plaintiffs did not purchase securities from BAC or BAS.

THIRTY-SIXTH DEFENSE

1052. BAC hereby adopts and incorporates by reference any and all other defenses asserted or to be asserted by any other defendant to the extent BAC may share in such defense.

THIRTY-SEVENTH DEFENSE

1053. BAC hereby reserves and asserts all affirmative defenses available under any applicable federal and state law. BAC presently has insufficient knowledge or information upon which to form a belief as to whether it may have other, as yet unstated, affirmative defenses available. Therefore, BAC reserves its right to assert additional defenses in the event that discovery indicates that they would be appropriate.

WHEREFORE, BAC respectfully requests that this Court:

1. Enter judgment for it;
2. Award it costs and expenses incurred in defending this action; and
3. Grant it such other and further relief as the Court deems just and proper.

CROSS-COMPLAINT OF BANK OF AMERICA CORPORATION
AGAINST ARTHUR ANDERSEN LLP

Bank of America Corporation ("BAC"), Defendant and Cross-Claimant, by and through its undersigned counsel, brings these cross-claims (the "Cross-Claims") against Arthur Andersen LLP ("Andersen"), Defendant and Cross-Defendant, for contribution. As discussed below, the Cross-Claims herein arise from Andersen's deficient performance of procedures it agreed to perform for the benefit of BAC's indirect subsidiary Banc of America Securities LLC ("BAS"), and its review, audit, and/or certification of Enron Corp.'s ("Enron") financial statements for the period 1997 to 2001, including those financial statements incorporated by reference in the offering documents distributed in connection with (i) Enron's $500 million 7.375% Notes due May 15, 2019 (the "7.375% Notes"), (ii) Enron's $222 million 7% Exchangeable Notes due July 31, 2002 (the "7% Exchangeable Notes"), and (iii) Marlin Water Trust II and Marlin Water Capital Corp. II's $475 million 6.31% Senior Secured Notes due 2003 and £515 million 6.19% Senior Secured Notes due 2003 (collectively, the "Marlin Notes"), as well as other work undertaken for Enron and/or for the benefit of BAS. In support of these Cross-Claims, BAC, upon knowledge as to itself, and upon information and belief as to all other matters, states as follows:

I.

JURISDICTION AND VENUE

1054. This Court has subject matter jurisdiction over the Cross-Claims asserted herein pursuant to 28 U.S.C. §§ 1331 and 1367. The Cross-Claims arise out of the transaction or occurrence that is the subject matter of the original underlying consolidated action and are so

related to the claims in the underlying consolidated action that they form part of the same case and/or controversy.

1055. The underlying action, Newby v. Enron, et al., No. H-01-3624, was filed in the United States District Court for the Southern District of Texas on or about October 22, 2001.

1056. On or about December 1, 2001, the Court ordered that the action be consolidated with other federal actions concerning Enron. The federal securities cases concerning Enron were consolidated under Newby v. Enron, et al., No. H-01-3624, as the lead case. On or about February 15, 2002, The Regents of the University of California was appointed Lead Plaintiff.

1057. Venue is proper in this District pursuant to 28 U.S.C. § 1391(b).

II.

BACKGROUND

A. The Underlying Action & BAC's Cross-Claims

1058. Plaintiffs brought the underlying action against former Enron executives, Andersen, Enron's outside legal counsel, BAC, BAS, and eight other financial institutions relating to the sale of, among other things: (i) Enron's 7.375% Notes; (ii) Enron's 7% Exchangeable Notes; and (iii) the Marlin Notes. On or about May 14, 2003, Plaintiffs filed their First Amended Consolidated Complaint. Plaintiffs allege that certain Defendants—other than BAC—violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "1934 Act") and Rule 10b-5 promulgated thereunder, and/or Articles 581-33A(2) and/or 581-33F(1) of the Texas Securities Act. As to BAS, BAC and certain other Defendants, Plaintiffs allege violations of Sections 11, 12(a)(2), and/or 15 of the Securities Act of 1933 (the "1933 Act") in

connection with Plaintiffs' purchases of the 7.375% Notes, the 7% Exchangeable Notes, and the Marlin Notes. BAS served as an underwriter or dealer of these notes, and BAC is BAS's indirect parent.

1059. To the extent that Plaintiffs prevail on any of their claims, BAC seeks contribution from Andersen, whose wrongdoing is the proximate cause of any alleged injury suffered by Plaintiffs.

1060. In that regard, Andersen was Enron's long-time auditor and reviewed, audited, and/or certified Enron's financial statements and undertook numerous other engagements for Enron during the period 1997 to 2001. In that time, Enron was one of Andersen's largest and most profitable clients, and Andersen was a "Big Five" nationally-recognized accounting firm. Among the financial statements Andersen reviewed and/or audited were those incorporated by reference in the offering documents distributed in connection with the sale of Enron's 7.375% Notes, Enron's 7% Exchangeable Notes, and the Marlin Notes.

1061. For instance, the prospectus distributed in May 1999 in connection with the 7.375% Notes incorporated by reference Enron's annual report on Form 10-K for the year ended December 31, 1998 (the "1998 Form 10-K"), Enron's report on Form 8-K dated March 18, 1999 (the "March 1999 Form 8-K"), and Enron's quarterly report on Form 10-Q for the quarter ended March 31, 1999 (the "1Q 1999 Form 10-Q"), which previously had been filed with the United States Securities and Exchange Commission (the "SEC"). Andersen audited and certified the financial statements contained in the 1998 Form 10-K. In addition, with respect to the 1998 Form 10-K and the 1Q 1999 Form 10-Q, Andersen provided certain additional assurances to BAS, in the form of a "comfort letter," dated May 19, 1999 (the "7.375% Notes Comfort Letter"). In the 7.375% Notes Comfort Letter, Andersen represented to BAS that it had performed additional tests and procedures to assure BAS of the reliability of the financial

information contained in the offering documents for Enron's 7.375% Notes and that the financial statements contained therein were accurate as of the time of the offering. Andersen also provided BAS with a "bring down" letter dated May 24, 1999, "reaffirming" all statements made in the Comfort Letter as of May 24, 1999 (the "Bring Down Letter"). Furthermore, Andersen issued to BAS a comfort letter, dated August 10, 1999, in connection with the 7% Exchangeable Notes (the "7% Exchangeable Notes Comfort Letter"), as well as a comfort letter, dated July 12, 2001, in connection with the Marlin Notes (the "Marlin Notes Comfort Letter").

1062. In the 7.375% Notes Comfort Letter Andersen provided to BAS in connection with the offering of the 7.375% Notes, Andersen, among other things:

- represented that it had audited the consolidated balance sheets of Enron as of December 31, 1998 and 1997, and the related consolidated statements of income, comprehensive income, cash flows, and changes in shareholders' equity for each of the years ended December 31, 1996, 1997, and 1998, all included in Enron's 1998 Form 10-K and March 1999 Form 8-K, and the related financial statement schedule included in Enron's 1998 Form 10-K;

- certified that these audited financial statements included in the 1998 Form 10-K complied "in all material respects with the applicable accounting requirements" of the 1933 Act and the Securities Exchange Act of 1934 (the "1934 Act") and related SEC rules and regulations;

- represented that it had performed the procedures specified by the American Institute of Certified Public Accountants (the "AICPA") for a review of interim financial information, as described in SAS No. 71, on the unaudited consolidated condensed balance sheet as of March 31, 1999 and the unaudited consolidated condensed statements of income and cash flows for each of the three-month periods ended March 31, 1999 and 1998, all included in Enron's 1Q 1999 Form 10-Q;

- certified that "[n]othing came to [Andersen's] attention as a result of the foregoing procedures" that caused Andersen to believe that these unaudited financial statements did not comply "in all material respects with the applicable accounting requirements" of the 1934 Act and related SEC rules and regulations, or that any material modifications were required to bring these statements into conformity with "generally accepted accounting principles"; and

- performed additional procedures as to the period from April 1, 1999 to May 14, 1999, and represented that "nothing came to [Andersen's] attention that caused [it] to believe" that there was any decrease, as compared with the corresponding period in 1998, in consolidated operating revenues, net income, or basic or diluted earnings per share of common stock.

1063. In the Bring Down Letter, dated May 24, 1999, Andersen, among other things:

- "reaffirm[ed]" as of May 24, 1999 "all statements made" in the Comfort Letter, except as otherwise noted; and, in that regard:
- as to the period from April 1, 1999 to May 19, 1999, represented that "nothing came to [Andersen's] attention that caused [it] to believe" that there was any decrease, as compared with the corresponding period in 1998, in consolidated operating revenues, net income, or basic or diluted earnings per share of common stock.

1064. Unbeknownst to BAS, however, Andersen did not fulfill its professional accounting and auditing responsibilities in connection with Enron. Rather, Andersen breached its contractual commitments to BAS and committed negligence and recklessness in its review, audit, and certification of Enron's financial statements, including those incorporated by reference in the offering documents distributed in connection with the 7.375% Notes, the 7% Exchangeable Notes, and the Marlin Notes.

B. The Parties

1065. Cross-Claimant BAC is a bank holding company and a financial holding company with its principal place of business in Charlotte, North Carolina. BAC is the indirect parent of BAS. BAS, an investment bank and brokerage firm, served as an underwriter or dealer or placement agent of various Enron securities.

1066. Cross-Defendant Andersen, a limited liability partnership organized and existing under the laws of the state of Illinois, was one of the "Big Five" global accounting firms. Upon information and belief, Andersen was engaged by Enron during the relevant time period to

provide, among other things, expert tax, management consulting, accounting, and auditing services to Enron, and to perform expert audits and reviews of the consolidated balance sheets and other financial statements included in the annual and quarterly reports Enron filed with the SEC. Upon information and belief, Andersen was paid tens of millions of dollars in annual fees in connection with such services. As regards its auditing and other work for Enron, Andersen performed its work for Enron in many locations, including in Houston, Texas, where it also installed a team of experts within Enron's Houston offices. As Enron's long-time consultant, accountant, auditor, and resident expert, Andersen was intimately involved and fully familiar with Enron's business affairs and finances, and was responsible for the interim reviews, auditing, and/or certification of Enron's financial statements. In light of the above and under all other circumstances, BAS reasonably and justifiably relied upon the financial statements that were reviewed, audited, and certified by Andersen with respect to Enron, and reasonably believed that Andersen would require Enron to properly apply Generally Accepted Accounting Standards ("GAAS") and Generally Accepted Accounting Principles ("GAAP").

1067. Lead Plaintiff is The Regents of the University of California. Purported class representatives include the Washington State Investment Board; San Francisco City and County Employees' Retirement System; Employer-Teamsters Local Nos. 175 & 505 Pension Trust Fund; Hawaii Laborers Pension Plan; Staro Asset Management LLC; Amalgamated Bank as Trustee for the LongView Collective Investment Fund, LongView Core Bond Index Fund, and Certain Other Trust Accounts; Robert V. Flint; John Zegarski; Mervin Schwartz, Jr.; Steven Smith; the Archdiocese of Milwaukee; Greenville Plumbers Pension Plan; and Nathan Pulsifer, Trustee of Shooters Hill Revocable Trust. Plaintiffs and/or members of the purported class allegedly purchased, among other things, certain of the 7.375% Notes, the 7% Exchangeable Notes, and the Marlin Notes, and, allegedly, have sustained damages as a result.

1068. Non-party Enron is an Oregon corporation with its principal place of business at 1400 Smith Street, Houston, Texas 77002. On or about December 2, 2001, Enron filed a petition under Chapter 11 of the United States Bankruptcy Code. During the relevant time period, however, Enron was one of the world's leading energy, commodities and services companies. Throughout its sixteen-year history (and up until the time it filed for bankruptcy), Enron retained Andersen as its sole independent auditor.

C. The 7.375% Notes

1069. On or about May 24, 1999, Enron offered the 7.375% Notes for sale pursuant to a registration statement on Form S-3, No. 333-70465 (the "Registration Statement"), as described in the Prospectus Supplement dated May 19, 1999 (the "Prospectus").

1070. As noted above, the Prospectus incorporates by reference the following reports filed by Enron with the SEC:

(a) the 1998 Form 10-K;

(b) the March 1999 Form 8-K; and

(c) the 1Q 1999 Form 10-Q.

1071. Accompanying the 1998 Form 10-K were Enron's audited consolidated balance sheets as of December 31, 1998 and 1997, consolidated statements of income, comprehensive income, cash flows, and changes in shareholders' equity for each of the years ended December 31, 1996, 1997, and 1998, and a related financial statement schedule. Also included in the 1998 Form 10-K were, among other things, Andersen's report of its audit of each such financial statement, Andersen's report of its audit of the related financial statement schedule, and Andersen's consent to the incorporation of such audit reports in the Registration Statement.

1072. By consenting to the incorporation of its audit reports and to all references to its firm and its expertise in, among other things, the Registration Statement, Andersen thereby professed to special competence with regard to the information supplied. As more fully described below, BAS reasonably and justifiably relied on Andersen's expertise and careful exercise of its contractual obligations to BAS, as well as its professional duties, in connection with the audit, review, and other procedures performed with respect to these financial statements. Andersen, however, breached its contractual and professional duties in auditing and certifying Enron's financial statements.

1073. The 1Q 1999 Form 10-Q included unaudited consolidated balance sheets as of March 31, 1999 and December 31, 1998, and consolidated condensed statements of income and cash flows for each of the three-month periods ended March 31, 1998 and 1999. While Andersen did not audit these financial statements, as noted above, it represented in the Comfort Letter that it had followed procedures as specified in SAS No. 71 for the review of interim financial statements. Andersen concluded that "[n]othing came to [its] attention" that caused it to believe that the consolidated balance sheet as of March 31, 1999 and consolidated condensed statements of income and cash flows for each of the three-month periods ended March 31, 1998 and 1999 did not comply in all material respects with the applicable accounting requirements of the 1934 Act and related SEC rules and regulations, or that any material modifications were required to bring these statements into conformity with "accounting principles generally accepted in the United States."

D. The Comfort and Bring Down Letters

1074. In deciding to underwrite the 7.375% Notes for what was at the time one of the largest and most successful investment-grade companies in the country (and which had in

the past issued many debt and equity securities), BAS reasonably and justifiably relied on the expertise and representations of Andersen.

1075. On or about May 19, 1999, Andersen issued the 7.375% Comfort Letter to BAS. As regards Andersen's review, auditing, and/or certification of Enron's financial statements incorporated by reference in the Prospectus, the 7.375% Comfort Letter (attached hereto as Exhibit A) states, in part:

> May 19, 1999
>
> LEHMAN BROTHERS INC.
> BANC OF AMERICA SECURITIES LLC
> CIBC WORLD MARKETS CORP.
> As Underwriters
> named in the Underwriting Agreement
> dated May 19, 1999, relating to the issuance of
> $500,000,000 of 7.375% Notes due May 15, 2019
>
> Dear Ladies and Gentlemen:
>
> This letter is written at the request of Enron Corp. (an Oregon corporation) and subsidiaries ("Enron"). This letter relates to Amendment No. 1 to Form S-3 Registration Statement (Registration No. 333-70465) filed by Enron with the Securities and Exchange Commission ("Commission") under the Securities Act of 1933, as amended ("Act"), on February 3, 1999 ("Registration Statement"), with respect to the registration and sale by Enron of $500,000,000 aggregate principal amount of 7.375% Notes due May 15, 2019, pursuant to an underwriting agreement dated May 19, 1999 ("Underwriting Agreement"). References to the "Prospectus" shall refer to the prospectus contained in the Registration Statement as supplemented by a prospectus supplement dated May 19, 1999, filed with the Commission pursuant to Rule 424(b)(2). Such Registration Statement and Prospectus incorporate by reference, among other documents filed with the Commission, the following:
>
> - Enron's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 ("1998 Form 10-K");
>
> - Enron's Current Report on Form 8-K dated March 18, 1999 ("March 18, 1999 Form 8-K"); and

- Enron's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999 ("March 31, 1999 Form 10Q").

We have audited the consolidated balance sheet of Enron as of December 31, 1998 and 1997, and the related consolidated statements of income, comprehensive income, cash flows and changes in shareholders' equity for each of the three years in the period ended December 31, 1998, all included in the March 18, 1999 Form 8-K and the 1998 Form 10-K, and the related financial statement schedule included as Item 14(a)2 included in the 1998 Form 10-K, all incorporated by reference in the Registration Statement and Prospectus; our reports with respect thereto, as appearing in the March 18, 1999 Form 8-K and the 1998 Form 10-K, are also incorporated by reference in the Registration Statement and Prospectus.

In connection with the Registration Statement and Prospectus:

1. We are independent certified public accountants with respect to Enron within the meaning of the Act and the applicable rules and regulations thereunder adopted by the Commission.

2. In our opinion, the consolidated financial statements and financial statement schedule audited by us and incorporated by reference in the Registration Statement and Prospectus comply as to form in all material respects with the applicable accounting requirements of the Act and the Securities Exchange Act of 1934 ("Exchange Act") and the related rules and regulations adopted by the Commission.

* * *

We have carried out other procedures to May 14, 1999, as follows . . . :

With respect to the three-month periods ended March 31, 1999 and 1998, we have:

(i) Performed the procedures specified by the American Institute of Certified Public Accountants for a review of interim financial information as described in SAS No. 71, Interim Financial Information, on the unaudited consolidated condensed balance sheet as of March 31, 1999, and the unaudited consolidated condensed statements of income and cash flows for the three-month periods ended March 31, 1999 and 1998, all included in the

March 31, 1999 Form 10-Q, incorporated by reference in the Registration Statement and Prospectus.

(ii) Inquired of certain officials of Enron who have responsibility for financial and accounting matters whether the unaudited consolidated condensed financial statements referred to in (i) comply as to form in all material respects with the applicable accounting requirements of the Exchange Act as it applies to Form 10-Q and the related rules and regulations adopted by the Commission.

* * *

5. Nothing came to our attention as a result of the foregoing procedures, however, that caused us to believe that:

(i) Any material modifications should be made to the unaudited consolidated condensed financial statements described in 4(i), incorporated by reference in the Registration Statement and Prospectus, for them to be in conformity with generally accepted accounting principles.

(ii) The unaudited consolidated condensed financial statements described in 4(i), incorporated by reference, do not comply as to form in all material respects with the applicable accounting requirements of the Exchange Act as it applies to Form 10-Q and the related rules and regulations adopted by the Commission.

6. Enron officials have advised us that no consolidated financial statements as of any date or for any period subsequent to March 31, 1999, are available; accordingly, the procedures carried out by us with respect to changes in financial statement items after March 31, 1999, have, of necessity, been even more limited than those with respect to the periods referred to in 4. We have inquired of certain officials of Enron who have responsibility for financial and accounting matters whether (a) at May 14, 1999, there was any change in the capital stock, increase in combined short-term and long-term debt or any decrease in consolidated net assets or shareholders' equity of Enron as compared with amounts shown on the March 31, 1999, unaudited consolidated condensed balance sheet, included in the March 31, 1999 Form 10-Q, incorporated by reference, in the Registration Statement and Prospectus, or (b) for the period from April 1, 1999, to May 14, 1999, there were any decreases, as compared with the corresponding period in

the preceding year, in consolidated operating revenues, net income or basic or diluted earnings per share of common stock. On the basis of these inquiries and cur reading of the minutes as described in 4, nothing came to our attention that caused us to believe that there was any such change, increase or decrease, except in all instances for changes, increases or decreases that the Registration Statement and Prospectus disclose have occurred or may occur, except that capital stock increased $61 million.

7. For purposes of this letter, we have also read the information contained in Item 7. – "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quarterly Financial Data (Unaudited)" appearing in Note 16 to the consolidated financial statements, all included in the 1998 Form 10-K (included at Exhibit II); the information contained in Item 1. - "Business," Item 2. - "Properties," Item 3. – "Legal Proceedings," Item 5. - "Market for the Registrant's Common Equity and Related Shareholder Matters" and Item 6. - "Selected Financial Data (Unaudited)," all included in the 1998 Form 10-K (included at Exhibit III); "Computation of Ratio of Earnings to Fixed Charges (Unaudited)" on Exhibit 12 included in the 1998 Form 10-K (included at Exhibit IV); Item 2. - "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the March 31, 1999 Form 10-Q (included at Exhibit V); "Computation of Ratio of Earnings to Fixed Charges (Unaudited)" on Exhibit 12 included in the March 31, 1999 Form 10-Q (included at Exhibit VI); and "Capitalization" and "Ratio of Earnings to Fixed Charges" included in the Prospectus (included at Exhibit VII) and performed the additional procedures stated in Exhibit I with respect to such information.

* * *

11. This letter is solely for the information of [BAS and the other] addresses and to assist [BAS and the other] underwriters in conducting and documenting their investigation of the affairs of Enron in connection with the offering of the securities covered by the Registration Statement and Prospectus . . . [R]eference may be made to it in the Underwriting Agreement or in any list of closing documents pertaining to the offering of the securities covered by the Registration Statement and Prospectus.

Very truly yours,

/s/

ARTHUR ANDERSEN LLP

1076. The 7% Exchangeable Notes Comfort Letter and the Marlin Notes Comfort Letter contain similar assurances. On or about May 24, 1999, Andersen issued the Bring Down Letter to BAS. As regards Andersen's review, auditing, and/or certification of Enron's financial statements incorporated by reference in the Prospectus in connection with the 7.375% Notes, the Bring Down Letter (attached hereto as Exhibit B) states, in part:

May 24, 1999

LEHMAN BROTHERS INC.
BANC OF AMERICA SECURITIES LLC
CIBC WORLD MARKETS CORP.
As Underwriters
named in the Underwriting Agreement
dated May 19, 1999, relating to the issuance of
$500,000,000 of 7.375% Notes due May 15, 2019

Dear Ladies and Gentlemen:

We refer to our letter of May 19, 1999, relating to Amendment No. 1 to Form S-3 Registration Statement (Registration No. 333-70465) filed by Enron Corp. (an Oregon corporation) and subsidiaries ("Enron") with the Securities and Exchange Commission ("Commission") under the Securities Act of 1933, as amended ("Act"), on February 3, 1999 ("Registration Statement"), with respect to the registration and sale by Enron of $500,000,000 aggregate principal amount of 7.375% Notes due May 15, 2019, pursuant to an underwriting agreement dated May 19, 1999 ("Underwriting Agreement"). References to the "Prospectus" shall refer to the prospectus contained in the Registration Statement as supplemented by a prospectus supplement dated May 19, 1999, filed with the Commission pursuant to Rule 424(b)(2).

We reaffirm as of the date hereof (and as though made on the date hereof) all statements made in that letter except that, for the purposes of this letter:

a. The reading of minutes described in paragraph 4 of that letter has been carried out through May 19, 1999 . . .

b. The references to May 14, 1999, in paragraph 4 and 6 of that letter are changed to May 19, 1999 . . . , with the following exceptions noted in c below.

c. As described in paragraph 6 of our letter dated May 19, 1999, Enron officials have advised us that no consolidated financial statements as of any date or for any period subsequent to March 31, 1999, are available. We have inquired of certain officials of Enron who have responsibility for financial and accounting matters whether (a) at May 19, 1999, there was any change in the capital stock, increase in combined short-term and long-term debt or any decrease in consolidated net assets or shareholders' equity of Enron as compared with amounts shown on the March 31, 1999, unaudited consolidated condensed balance sheet included in the March 31, 1999 Form 10-Q, incorporated by reference in the Registration Statement and Prospectus, or (b) for the period from April 1, 1999, to May 19, 1999, there were any decreases, as compared with the corresponding period in the preceding year, in consolidated operating revenues, net income or basic or diluted earnings per share of common stock. On the basis of these inquiries and our reading of the minutes as described in *a*, nothing came to our attention that caused us to believe that there was any such change, increase, or decrease, except in all instances for changes, increases, or decreases that the Registration Statement and Prospectus disclose have occurred or may occur, except that capital stock increased $61 million and combined short-term and long-term debt increased $143 million.

d. This letter is solely for the information of [BAS and the other] addressees and to assist [BAS and the other] underwriters in conducting and documenting their investigation of the affairs of Enron in connection with the offering of the securities covered by the Registration Statement and Prospectus . . . [R]eference may be made to it in the Underwriting Agreement or in any list of closing document pertaining to the offering of the securities covered by the Registration Statement and Prospectus.

Very truly yours,

/s/

ARTHUR ANDERSEN LLP

1077. The Comfort and Bring Down Letters establish Andersen's and Enron's intent that BAS directly benefit from their contract, as well as Andersen's awareness of its duties to BAS, and its breach thereof, including the following:

(a) Andersen was aware or should have known that its work, reports and representations, including those contained in or incorporated by reference or referred to in the Comfort and Bring Down Letters, the Registration Statement, and the Prospectus, were to be used for a particular purpose, i.e., BAS's due diligence in connection with the underwriting of the 7.375% Notes;

(b) BAS was specifically known to Andersen as the entity for whose benefit Andersen's reports and representations were directly intended and were in fact made;

(c) Andersen understood BAS's reliance in this regard; and

(d) BAS reasonably and justifiably relied on Andersen's reports and representations.

E. Andersen's Breach of Contract, Negligence, and Fraud Are for the First Time Discovered by BAS and Others Who Relied on Andersen

1078. On October 16, 2001, Enron issued a press release announcing a $618 million total net loss for the third quarter of 2001. That same day, Enron announced to analysts that it would reduce shareholders' equity by approximately $1.2 billion.

1079. Upon information and belief, Andersen at all relevant times was aware of or should have known the following material but as yet publicly undisclosed facts:

(a) The $1.2 billion reduction in shareholder equity was caused by the improper categorization of hundreds of millions of dollars as an increase, rather than as a decrease, to shareholders' equity;

(b) Andersen did not object to or otherwise attempt to correct the statements in Enron's October 16, 2001 press release that characterized as non-recurring certain charges against income (which characterization Andersen previously had concluded was inappropriate);

(c) Andersen knew or should have known of possible improprieties and accounting errors at Enron, as Sherron Watkins, a then-current Enron employee and former Andersen employee, had reported such conduct to an Andersen partner;

(d) In its work related to Enron, the Andersen team assigned to the Enron audit had contravened the very methodology approved by the specialists within Andersen's Professional Standards Group for the conduct of such audits; and

(e) The Andersen team assigned to the Enron audit had received a poor evaluation in 2000.

1080. On or about October 17, 2001, the SEC instituted an informal inquiry into Enron, and requested that Enron voluntarily provide it with information regarding transactions between Enron and certain related parties.

1081. On or about October 23, 2001, while on notice of the SEC's investigation of Enron, Andersen apparently executed a plan to destroy Enron-related documents. Destruction of Enron-related documents was undertaken in Andersen's Houston, Texas; Chicago, Illinois; Portland, Oregon; and London, England offices.

1082. On or about October 31, 2001, the Board of Directors of Enron (the "Board") elected to the Board William C. Powers, Jr. and appointed him Chairman of a newly-appointed special committee charged with conducting an investigation of transactions between Enron and certain related parties (the "Special Investigative Committee of the Board"). The Special Investigative Committee of the Board also was charged with communicating with the SEC, which had, by this time, launched a formal investigation into Enron.

1083. On November 8, 2001, Enron filed with the SEC a report on Form 8-K, wherein Andersen's breach of contract, and the extent of Andersen's negligence and recklessness, is indicated by, among other things, the following:

(a) The admission by Enron that the "financial statements for these periods and the audit reports relating to the year-end financial statements for 1997 through 2000 should not be relied upon"; and

(b) Admissions by Enron that a restatement of Enron's financial statements from 1997 to 2000 and the first and second quarters of 2001 (to reflect the $1.2 billion reduction to shareholders' equity and various adjustments to certain income statements and balance sheets) was required in order to correct numerous accounting and auditing errors, because:

(i) the financial activities of Chewco Investments, L.P. ("Chewco"), a related party vis-à-vis Enron and an investor in Joint Energy Development Investments Limited Partnership ("JEDI"), should have been consolidated into Enron's financial statements beginning in November 1997;

(ii) the financial activities of JEDI, in which Enron was an investor and which was first consolidated into Enron's financial statements during the first quarter of 2001, should have been consolidated beginning in 1997; and

(iii) the financial activities of a wholly-owned subsidiary of LJM Cayman, L.P. ("LJM1"), which had engaged in structured transactions with Enron, should have been consolidated into Enron's financial statements beginning in 1999.

1084. On or about December 2, 2001, Enron and certain of its subsidiaries filed with the United States Bankruptcy Court for the Southern District of New York voluntary petitions for reorganization pursuant to Chapter 11 of the United States Bankruptcy Code.

1085. In or about December 2001, upon information and belief, Andersen's CEO, Joseph Berardino, admitted to the SEC that the financial statements audited by Andersen were misleading because of the improper failure to consolidate transactions between Enron and certain related parties, as required by GAAP.

1086. On or about February 1, 2002, the Special Investigative Committee of the Board issued its report of its investigation of Enron (the "Powers Report"). The Powers Report, which does not contain any findings of wrongdoing by BAC or BAS, contains certain findings with respect to Andersen. These findings include the following:

(a) Enron's accounting treatment of the Chewco and LJM1 transactions was "clearly wrong," and caused by mistakes in structuring the transactions "or in basic accounting." The Special Investigative Committee of the Board further found that:

> [i]n other cases, the accounting treatment was likely wrong, notwithstanding creative efforts to circumvent accounting principles through complex structuring of transactions that lacked fundamental economic substance. In virtually all of the transactions, Enron's accounting treatment was determined with extensive participation and structuring advice from Andersen, which Management reported to the Board. Enron's records show that Andersen billed Enron $5.7 million for advice in connection with the LJM and Chewco transactions alone, above and beyond its regular audit fees;

(b) Andersen approved certain asset sales and hedging transactions, which "appear to have been designed to circumvent accounting rules" and which raised certain accounting and financial reporting issues;

(c) Andersen's CEO had admitted in Congressional testimony that "the firm had simply been wrong" with respect to certain conclusions regarding whether Enron's transactions with certain related parties met the "threshold accounting requirement" for non-consolidation;

(d) Andersen had approved certain disclosures, which "were obtuse, did not communicate the essence of the transactions completely or clearly, and failed to convey the substance of what was going on between Enron and the partnerships";

(e) There was an absence of, among other things, "objective and critical professional advice" on the part of Andersen;

(f) Andersen "did not fulfill its professional responsibilities" in connection with its audits of Enron or its responsibility to bring to Enron's attention concerns regarding related party transactions. Specifically, the Powers Report noted:

> Andersen has admitted that it erred in concluding that the Rhythms transaction was structured properly under the SPE non-consolidation rules. Enron was required to restate its financial results for 1999 and 2000 as a result. Andersen participated in the structuring and accounting treatment of the Raptor transactions, and charged over $1 million for its services, yet it apparently failed to provide the objective accounting judgment that should have prevented these transactions from going forward. According to Enron's internal accountants, Andersen also reviewed and approved the recording of additional equity in March 2001 in connection with this restructuring. In September 2001, Andersen required Enron to reverse this accounting treatment, leading to the $1.2 billion reduction of equity. Andersen apparently failed to note or take action with respect to the deficiencies in Enron's public disclosure documents.
>
> According to recent public disclosures, Andersen also failed to bring to the attention of Enron's Audit and Compliance Committee serious reservations Andersen partners voiced internally about the related-party transactions. An internal Andersen e-mail from February 2001 released in connection with recent Congressional hearings suggests that Andersen had concerns about Enron's disclosures of the related-party transactions. A week after that e-mail, however, Andersen's engagement partner told the Audit and Compliance Committee that, with respect to related-party transactions, "[r]equired disclosure [had been] reviewed for adequacy," and that Andersen would issue an unqualified audit opinion. From 1997 to 2001, Enron paid Andersen $5.7 million in connection with work performed specifically on the LJM and Chewco transactions. The Board appears to have reasonably relied

> upon the professional judgment of Andersen concerning Enron's financial statements and the adequacy of controls for the related-party transactions. Our review indicates that Andersen failed to meet its responsibilities in both respects;

(g) "[T]he responsibility for [the] inadequate disclosures" with regard to related parties was borne in part by Andersen;

(h) The Powers Report further noted that, pursuant to AICPA standards, "[a]uditors are under an obligation not to agree to such disclosures without substantiation";

(i) Andersen "did not function as an effective check" on the disclosure approach used by Enron. For instance, the Powers Report noted:

> Andersen was copied on drafts of the financial statement footnotes and the proxy statements, and we were told that it routinely provided comments on the related-party transaction disclosures in response. We also understand that the Andersen auditors closest to Enron Global Finance were involved in the drafting of at least some of the disclosures. An internal Andersen e-mail from February 2001 released in connection with recent Congressional hearings suggests that Andersen may have had concerns about the disclosures of the related-party transactions in the financial statement footnotes. Andersen did not express such concerns to the Board. On the contrary, Andersen's engagement partner told the Audit and Compliance Committee just a week after the internal e-mail that, with respect to related-party transactions, "[r]equired disclosure [had been] reviewed for adequacy," and that Andersen would issue an unqualified audit opinion on the financial statements.

1087. In June 2002, a federal grand jury convicted Andersen of obstruction of justice for its destruction of Enron-related documents while on notice of a federal investigation. Upon information and belief, Andersen's license to practice auditing has since been revoked. On October 16, 2002, Andersen was sentenced to five years probation and a $500,000 fine in connection with its criminal conviction.

III.

COUNT I. – TEXAS STATUTORY CONTRIBUTION

1088. The allegations in Paragraphs 1054 through 1087 are incorporated by reference as if fully set forth herein.

1089. Andersen contracted with Enron to perform auditing and accounting functions relating to, among other things, the offerings of Enron's 7.375% Notes, Enron's 7% Exchangeable Notes, and the Marlin Notes.

1090. Andersen intended to bestow upon BAS the direct benefit of such services, as evidenced by, among other things, the Comfort and Bring Down Letters. This benefit was bestowed upon BAS, with Andersen's knowledge, understanding, and intent that BAS would rely on it, as evidenced by, among other things, the Comfort and Bring Down Letters.

1091. Andersen owed a duty to, among others, BAS to exercise the standard of care and skill expected of independent, qualified certified public accountants and expert auditors in its work in connection with the Comfort and Bring Down Letters, providing the Comfort and Bring Down Letters to BAS, and its review and audit of Enron's financial statements.

1092. Andersen incompetently and inaccurately performed the services and procedures referred to in the Comfort and Bring Down Letters and its review and/or audit of the financial statements of Enron, in breach of its contractual duties to Enron and to BAS, the intended third party beneficiary of the contract between Andersen and Enron with regard to the work performed by Andersen in connection with the Comfort and Bring Down Letters.

1093. Andersen failed to conform to the generally recognized and accepted principles and standard of care required of its profession in connection with Enron's financial statements including those incorporated by reference in the Registration Statements and Prospectuses.

1094. Andersen recklessly made numerous false representations concerning material facts related to Enron's 7.375% Notes, Enron's 7% Exchangeable Notes, and the Marlin Notes. These material misrepresentations include, without limitation, the representations in the Comfort and Bring Down Letters and in Andersen's certifications of the financial statements incorporated by reference in the Registration Statements and Prospectuses.

1095. BAS and Andersen, therefore, are not in pari delicto, and BAS bears no fault for the injury alleged by Plaintiffs.

1096. To the extent that BAS or its indirect parent BAC is assigned any fault for any injury alleged by Plaintiffs in connection with their purchase of Enron securities, such fault would be of a lesser degree than that of Andersen, as Andersen's active wrongdoing was the proximate or primary and efficient cause of any such injury.

1097. As a result, and pursuant to the provisions of Chapter 33 of the Texas Civil Practice and Remedies Code, BAC is entitled to contribution from Andersen for any damages, interest, expenses, and/or other costs assessed against it.

COUNT II. – FEDERAL STATUTORY CONTRIBUTION

1098. The allegations in Paragraphs 1054 through 1087 of the Cross-Claims are incorporated by reference as if fully set forth herein.

1099. Andersen contracted with Enron to perform auditing and accounting functions relating to, among other things, the offerings of Enron's 7.375% Notes, Enron's 7% Exchangeable Notes, and the Marlin Notes.

1100. Andersen intended to bestow upon BAS the direct benefit of such services, as evidenced by, among other things, the Comfort and Bring Down Letters. This benefit was bestowed upon BAS, with Andersen's knowledge, understanding, and intent that BAS would rely on it, as evidenced by, among other things, the Comfort and Bring Down Letters.

1101. Andersen owed a duty to, among others, BAS to exercise the standard of care and skill expected of independent, qualified certified public accountants and expert auditors in its work in connection with the Comfort and Bring Down Letters, providing the Comfort and Bring Down Letters to BAS, and its review and audit of Enron's financial statements.

1102. Andersen incompetently and inaccurately performed the services and procedures referred to in the Comfort and Bring Down Letters and its review and/or audit of the financial statements of Enron, in breach of its contractual duties to Enron and to BAS, the intended third party beneficiary of the contract between Andersen and Enron with regard to the work performed by Andersen in connection with the Comfort and Bring Down Letters.

1103. Andersen failed to conform to the generally recognized and accepted principles and standard of care required of its profession in connection with Enron's financial statements including those incorporated by reference in the Registration Statements and Prospectuses.

1104. Andersen recklessly made numerous false representations concerning material facts related to Enron's 7.375% Notes, Enron's 7% Exchangeable Notes, and the Marlin Notes. These material misrepresentations include, without limitation, the representations in the Comfort and Bring Down Letters and in Andersen's certifications of the financial statements incorporated by reference in the Registration Statements and Prospectuses.

1105. To the extent that BAS or its indirect parent BAC is assigned any fault for any injury alleged by Plaintiffs in connection with their purchase of Enron securities, such fault would be of a lesser degree than that of Andersen, as Andersen's active wrongdoing was the proximate or primary and efficient cause of any such injury.

1106. As a result, and pursuant to the provisions of the Securities Act of 1933, BAC is entitled to contribution from Andersen for any damages, interest, expenses, and/or other costs assessed against it.

IV.

PRAYER FOR RELIEF

For all of the foregoing reasons, Cross-Claimant BAC requests the following relief against Cross-Defendant Andersen:

Judgment against Andersen for contribution as provided by law;

Prejudgment interest as provided by law;

Attorneys' fees;

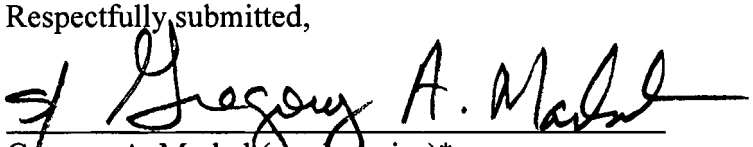
Post-judgment interest as provided by law;

Costs of suit; and

Such other and further relief to which it may be entitled.

Dated: Houston, Texas
May 6, 2004

Respectfully submitted,



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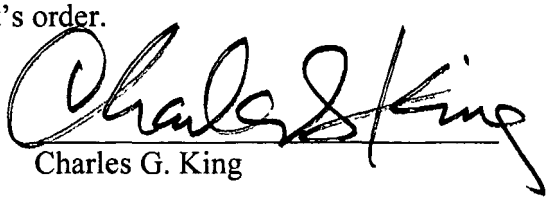
ATTORNEYS FOR BANK OF AMERICA CORPORATION

*Signed by Charles G. King with permission

CERTIFICATE OF SERVICE

I, the undersigned, do hereby certify that on the 6th day of May, 2004, a true and correct copy of the foregoing pleading was served on all counsel of record by website, http://www.esl3624.com, pursuant to the Court's order.



Charles G. King

Exhibits to this document

are available

for viewing

in the Clerk's Office.