

United States Courts
Southern District of Texas
ENTERED

MAY 15 2002

Michael N. Milby, Clerk of Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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.

THE REGENTS OF THE UNIVERSITY OF
CALIFORNIA, et al., Individually and On
Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

KENNETH L. LAY, JEFFREY K. SKILLING,
ANDREW S. FASTOW, RICHARD A.
CAUSEY, JAMES V. DERRICK, JR.,

§ Civil Action No. H-01-3624

§ (Consolidated)

§ CLASS ACTION

§ ~~PROPOSED~~ ORDER TO REPLACE
§ PAGES IN THE CONSOLIDATED
§ COMPLAINT

[Caption continued on following page.]

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MARK A. FREVERT, STANLEY C. HORTON, §
KENNETH D. RICE, RICHARD B. BUY, LOU §
L. PAI, JOSEPH M. HIRKO, KEN L. §
HARRISON, STEVEN J. KEAN, REBECCA P. §
MARK-JUSBASCHE, MICHAEL S. §
MCCONNELL, JEFFREY MCMAHON, CINDY §
K. OLSON, JOSEPH W. SUTTON, MARK E. §
KOENIG, KEVIN P. HANNON, LAWRENCE §
GREG WHALLEY, ROBERT A. BELFER, §
NORMAN P. BLAKE, JR., RONNIE C. CHAN, §
JOHN H. DUNCAN, WENDY L. GRAMM, §
ROBERT K. JAEDICKE, CHARLES A. §
LEMAISTRE, JOE H. FOY, JOHN §
MENDELSON, PAULO V. FERRAZ §
PEREIRA, JEROME J. MEYER, JOHN A. §
URQUHART, JOHN WAKEHAM, CHARLS E. §
WALKER, BRUCE G. WILLISON, HERBERT §
S. WINOKUR, JR., FRANK SAVAGE, §
ALLIANCE CAPITAL MANAGEMENT L.P., §
JOSEPH F. BERARDINO, THOMAS H. §
BAUER, DAVID B. DUNCAN, DEBRA A. §
CASH, DONALD DREYFUSS, JAMES A. §
FRIEDLIEB, DAVID STEPHEN GODDARD, §
JR., GARY B. GOOLSBY, MICHAEL M. §
LOWTHER, PHILIP A. RANDALL, MICHAEL §
C. ODOM, ROMAN W. MCALINDON, C.E. §
ANDREWS, JOHN E. STEWART, MICHAEL L. §
BENNETT, BENJAMIN S. NEUHAUSEN, §
RICHARD R. PETERSEN, NANCY TEMPLE, §
WILLIAM E. SWANSON, JOHN E. §
SORRELLS, DANNY D. RUDLOFF, ROGER D. §
WILLARD, MICHAEL D. JONES, GREGORY §
W. HALE, ARTHUR ANDERSEN LLP, §
ANDERSEN WORLDWIDE, S.C., ANDERSEN §
CO. (INDIA), ARTHUR ANDERSEN-PUERTO §
RICO, ANDERSEN LLP (CAYMAN ISLANDS), §
ARTHUR ANDERSEN-BRAZIL, ARTHUR §
ANDERSEN (UNITED KINGDOM), VINSON & §
ELKINS, L.L.P., KIRKLAND & ELLIS, J.P. §
MORGAN CHASE & CO, CITIGROUP, INC., §
CREDIT SUISSE FIRST BOSTON, CANADIAN §
IMPERIAL BANK OF COMMERCE, BANK OF §
AMERICA CORP., MERRILL LYNCH & CO., §
INC., BARCLAYS PLC, DEUTSCHE BANK §
AG and LEHMAN BROTHERS HOLDING, §
INC., §
§

Defendants.

On this day, the Court considered Lead Plaintiff's Notice of Errata and Motion for Entry of Order to Replace Pages in Consolidated Complaint. The Court orders the Clerk to remove pages 55, 83, 89, 123, 219, and 491 in the Consolidated Complaint for Violation of the Securities Laws and replace them with the attached pages. *Pages removed shall be placed on the correspondence side of the file folder.*

IT IS SO ORDERED.

DATED: May 13, 2002 Melinda Harmon
THE HONORABLE MELINDA HARMON
UNITED STATES DISTRICT JUDGE

(m) Plaintiff Seymour Berman ("Berman") purchased 4,000 shares of the Preferred Securities during the Class Period as detailed in his Certification and suffered substantial damage as a result thereof.

(n) Plaintiff Steven Smith ("Smith") purchased 1,000 shares of the Preferred Securities during the Class Period as detailed in his Certification and suffered substantial damage as a result thereof.

(o) Plaintiff Archdiocese of Milwaukee ("Archdiocese") purchased publicly traded debt securities of Enron at artificially inflated prices detailed in its Amended Certification, including the 7.875% Notes due 6/15/03, and suffered substantial damage as a result thereof.

D. Defendants and Related Parties

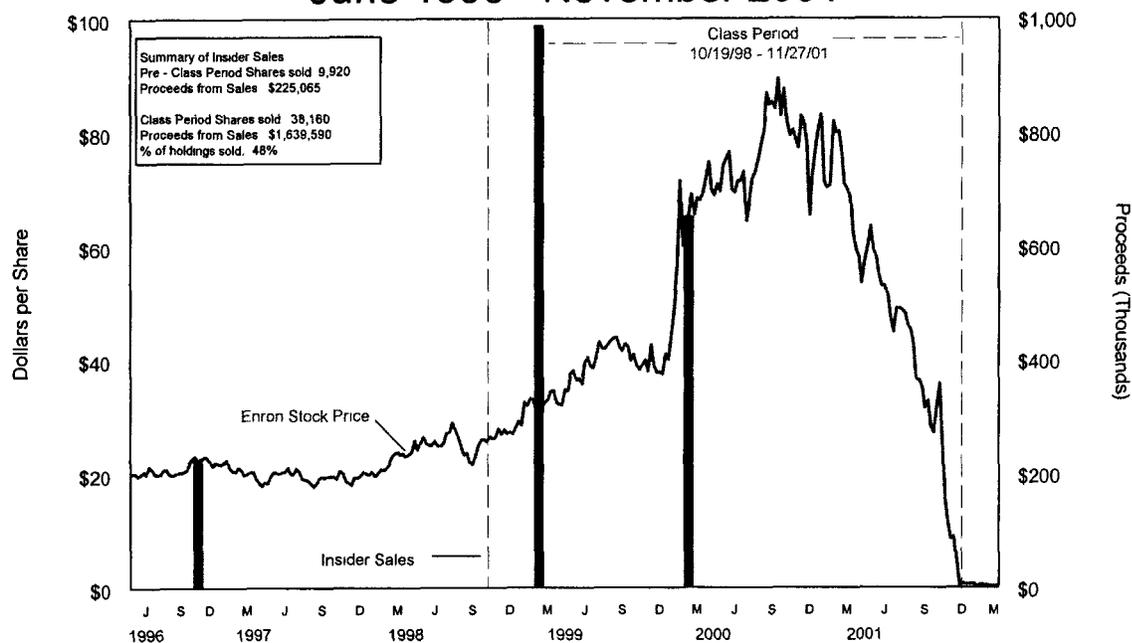
(1) Enron

82. Enron is not named as a defendant in this action as it has filed for protection pursuant to Chapter 11 of the U.S. Bankruptcy Code.

83. (a) Defendant Kenneth L. Lay ("Lay") was director of the Company and Chairman of the Board of Directors of Enron and was Chief Executive Officer at various times during the Class Period. Lay also served as Enron's Chief Executive Officer from 86 until 2/01 and again from 8/01 through the end of the Class Period. During the Class Period, while in possession of adverse undisclosed information about the Company, Lay sold 4,002,259 shares of his Enron stock for \$184,494,426 in illegal insider trading proceeds. Lay also transferred 1,456,421 shares of his Enron stock valued at \$76,305,838 to the Company to pay the exercise price of options he was exercising, plus related tax withholding, such that the vast majority of his insider trading proceeds went directly into his pocket. Lay also received bonus payments of \$18.1 million, in addition to his salary, for 97, 98, 99 and 00 based on Enron's false financial reports and because Enron stock hit certain performance targets. This defendant's insider selling before and during the Class Period is shown below:

(cc) Defendant Joe H. Foy ("Foy") was, at all relevant times, a director of Enron until 6/00. During the Class Period, while in possession of adverse undisclosed information about the Company, Foy sold 38,160 shares of his Enron stock for \$1,639,590 in illegal insider trading proceeds. This defendant's insider selling before and during the Class Period is shown below:

Enron Corp. Defendant J. Foy's Quarterly Shares Sold (Dollar Volume) June 1996 - November 2001



(dd) Defendants John Mendelsohn ("Mendelsohn"), Jerome J. Meyer ("Meyer"), Paulo V. Ferraz Pereira ("Pereira"), John A. Urquhart ("Urquhart"), John Wakeham ("Wakeham"), Charls E. Walker ("Walker") and Herbert S. Winokur, Jr. ("Winokur") were directors of Enron. Urquhart was also senior advisor to the Chairman in 98. These directors are defendants only as to the claims alleged under §11 of the 1933 Act. Each of these defendants signed Registration Statements issued pursuant to Enron's debt and equity offerings made during the Class Period. As described herein, such Registration Statements contained false and misleading statements as to Enron's business, liquidity and financial results.

(ee) Defendant Frank Savage ("Savage") was a director of Enron from 99 through 01, and was a member of its Finance Committee while he was on the Board. Savage signed the false

and approved the accounting policies and reporting practices, internal auditing and internal controls, and compliance with Enron's policies regarding business conduct.

(b) The Finance Committee monitored, reviewed and approved Enron's financial activities. The Finance Committee reviewed the financial plans and proposals of Enron's management.

(c) The Executive Committee met on a frequent basis to oversee and review Enron's business and had the power to exercise all of the powers of the Board of Directors.

86. The Enron directors listed below served on the Enron Board of Directors and the indicated Board Committees for the periods indicated:

<u>Director/Period</u>	<u>Committees</u>
Robert A. Belfer	1983-2001 Executive 1995-2001, Finance 1997-2001
Norman P. Blake	1993-2001 Audit 1995-1996, Finance 1995-2001
Ronnie C. Chan	1996-2001 Audit 1997-2001, Finance 1997-2001
John H. Duncan	1985-2001 Executive (chair) 1995-2001
Joe H. Foy	1985-2000 Executive 1995-2000, Audit 1997-2000
Wendy L. Gramm	1993-2001 Audit 1995-2001
Ken L. Harrison	1998-2000 None
Robert K. Jaedicke	1985-2001 Audit (chair) 1995-2001, Finance 1995-1996
Kenneth L. Lay	1985-2002 Executive 1995-2002
Charles A. LeMaistre	1985-2001 Executive 1995-2001
Rebecca Mark-Jusbasche	2000 None
John Mendelsohn	1999-2001 Audit 2000-2001
Jerome J. Meyer	1998-2001 Finance 1998-2001
Paulo V. Ferraz Pereira	2000-2001 Audit 2000-2001, Finance 2000-2001
Frank Savage	2000-2001 Finance 2000-2001
Jeffrey K. Skilling	1997-2001 Executive 1998-2001
John A. Urquhart	1990-2001 Finance 1995-2001
John Wakeham	1994-2001 Audit 1995-2001
Charls E. Walker	1985-2000 Finance 1995-1999
Bruce G. Willison	1998 Audit 1998, Finance 1998
Herbert S. Winokur, Jr.	1985-2001 Executive 1995-2001, Finance (chair) 1995-2001

87. These Board Committee memberships were as follows for 97-01:

	<u>As of 3/97</u>		
	Executive Committee	Audit Committee	Finance Committee
Robert A. Belfer	X		X
Norman P. Blake			X
Ronnie C. Chan		X	X
John H. Duncan	X (chair)		
Joe H. Foy	X	X	
Wendy L. Gramm		X	
Robert K. Jaedicke		X (chair)	
Kenneth L. Lay	X		
Charles A. LeMaistre	X		

services, wholesale products and international development.... The key to multiple expansion from present levels is the perception that we are at the inflection point in all three catalysts.

151. On 5/19/99, Enron sold \$500 million of 7.375% Notes due 5/15/2019 via a Prospectus with Lehman Brothers, Bank America and CIBC acting as underwriters. Enron used the proceeds of this securities issuance to pay down its short-term debt – commercial paper and/or bank debt to JP Morgan and CitiGroup.

152. On 5/25/99, Deutsche Bank issued a report on Enron, rating Enron a "**Buy**" and forecasting 00 EPS of \$1.375 and a 17% three-year EPS growth rate for Enron. It also stated:

- We are raising our 6-12 month target price on ENE shares
* * *
- In our view, Enron's preeminent market position, substantial investment catalysts, including the highly anticipated Azurix IPO, and strong EPS growth prospects in 1999-2000 support our valuation parameters.
* * *

Enron is expected to have another excellent year in 1999 ... we believe ENE should produce above average earnings growth that could exceed our 3-year estimated growth rate of 17% annually. **Thus, we reiterate our "buy" recommendation on the stock.**

Enron is a well-managed ... company An aggressive and innovative management team has grown an interstate pipeline company into a diversified, global energy powerhouse

153. On 6/9/99, JP Morgan issued a report on Enron, rating Enron a "**Buy**," and forecasting 00 and 01 EPS of \$1.40 and \$1.60 for Enron with a 17% three-year EPS growth rate. It also stated:

We see no other company in our universe that offers such impressive, sustainable, and controlled growth as Enron. Enron's core strengths include ... **financial expertise, technological know-how In short, the company has the necessary skillset to compete and win in the global marketplace.... Its portfolio offers global exposure that is almost entirely in lower-risk energy and infrastructure projects and is managed for superior risk adjusted returns. And, most important, it boasts a management team that is capable, deep, and supported by an enviable pool of talent.**

* * *

Enron has transcended its energy heritage to become a premiere global infrastructure company. Its core competencies have allowed it to expand into new businesses, such as water and telecommunications. To ensure success in these new ventures, ENE reinforced its expertise with top managerial and technical talent from within the industry. **These new businesses offer numerous operating and financial synergies**

- ENE reported strong 2Q EPS of \$0.45 ... well above our expectations
- Merchant Energy again drove the strong results, with IBIT up 93% over last year
- Bandwidth trading, somewhat below expectation, still shows strong sequential growth, up 31% – 759 transactions in 2Q:01 vs. 580 in 1Q:01. Partial reason for weakness appears to be credit concerns with some telecom counterparties.
- Enron reaffirmed 2001 guid. of \$1.80 and introduced 2002 guidance of \$2.15. We raise our 2000 EPS estimate by \$0.10 to \$2.15, reflecting our continued confidence in their Merchant Energy platform.

* * *

RETAIL ENERGY SERVICES

Enron Energy Services, Enron's retail energy services IBIT increased to \$60 million in 2Q:01 (in-line with our expectations) vs. \$40 million in 1Q:01 and \$46 million in the year ago quarter. ***It appears more likely that Enron will earn towards the upper end of our estimate range of \$200-\$250 million for 2001, up from \$103 million in 2000 and a (\$68) million start-up loss in 1999. Their official guidance is at \$225 million and we think it is likely that they will come in above that number.*** We see this segment as growing increasingly important for Enron.... We expect this segment ... to grow rapidly, and be a strong source of visible earnings growth during the last half of our 2001-2005 period.

336. On 7/18/01, Enron filed a Form S-3 with the SEC pursuant to the registration of \$1.9 billion in Zero Coupon Convertible Senior Notes due 2021. This Form S-3 incorporated Enron's Form 10-K for 00. This Registration Statement was materially false and misleading in violation of GAAP. The Registration Statement was signed on 5/31/01, by Skilling, Causey, Fastow, Belfer, Chan, Blake, John Duncan, Gramm, Jaedicke, Lay, LeMaistre, Mendelson, Pereira, Savage, Wakeham and Winokur.

337. On 7/25/01, *Bloomberg News* reported on Enron's Analyst Conference in New York:

ENRON'S SKILLING VOWS TO MEET OR BEAT PROFIT PROJECTIONS

Enron Corp. will meet or beat its profit projections this year and next, Chief Executive Jeffrey Skilling said, criticizing analysts who've recently lowered their forecasts for the largest energy trader.

Enron said July 12 that it expects to make \$1.80 a share this year and \$2.15 in 2002.

"We will hit those numbers, and we will beat those numbers," Skilling told a meeting of analysts and investors in New York.

* * *

Type of Offering	Date	Defendant Underwriters	Individual Defendants/ Registration Statement Signatories	Sub-Class Representative
Enron Corporation 7.375% Notes due 5/15/2019 (\$500 million)	5/19/99	Lehman Brothers Bank America CIBC	Lay, Causey, Fastow, Belfer, Blake, Chan, Duncan, Foy, Gramm, Harrison, Jaedicke, LeMaistre, Meyer, Skilling, Urquhart, Wakeham, Walker and Winokur	Local 175/505 Washington Board Amalgamated Bank
Enron 7% Exchangeable Notes due 7/31/2002 (\$222 million)	8/10/99	Bank America CitiGroup	Lay, Causey, Fastow, Belfer, Blake, Chan, Duncan, Foy, Gramm, Harrison, Jaedicke, LeMaistre, Mark- Jusbasche, Mendelsohn, Meyer, Skilling, Urquhart, Wakeham and Winokur	M. van de Velde
8.375% Notes due 5/23/05 and 7.875% Notes due 6/15/03 (\$500 million)	5/18/00	Lehman Brothers Bank America	Lay, Causey, Fastow, Belfer, Blake, Chan, Duncan, Foy, Gramm, Harrison, Jaedicke, LeMaistre, Meyer, Skilling, Urquhart, Wakeham, Walker, Winokur	Hawaii Laborers Archdiocese of Milwaukee
Enron Corp. Zero Coupon Convnt Sr. Notes due 2021 (\$1.9 billion)	7/18/01		Skilling, Causey, Fastow, Belfer, Chan, Blake, Duncan, Gramm, Jaedicke, Lay, LeMaistre, Mendelson, Pereira, Savage/Alliance, Wakeham and Winokur	Staro Asset Mgmt.

1007. The Registration Statements and Prospectuses detailed in ¶1006 above, were false and misleading, as they omitted to state facts necessary to make the statements made not misleading and failed to adequately disclose material facts as described above.

1008. Non-party Enron is the registrant of the securities sold via the Registration Statements.

Individual Defendants

1009. The individual defendants named in ¶1006 above (the "Individual Defendants") were responsible for the contents and dissemination of the Registration Statements as they signed the

DECLARATION OF SERVICE BY FACSIMILE

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and a resident of the County of San Diego, over the age of 18 years, and not a party to or interest in the within action; that declarant's business address is 401 B Street, Suite 1700, San Diego, California 92101.

2. That on April 12, 2002, declarant served by facsimile the [PROPOSED] ORDER TO REPLACE PAGES IN THE CONSOLIDATED COMPLAINT to the parties listed on the attached Service List.

3. That there is a regular communication by facsimile between the place of origin and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 12th day of April, 2002, at San Diego, California.


DEBBIE GRANGER

SERVICE LIST

April 11, 2002

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