

**MINUTES  
MEETING OF THE FINANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
ENRON CORP.  
AUGUST 13, 2001**

Minutes of a meeting of the Finance Committee ("Committee") of the Board of Directors of Enron Corp. ("Company"), noticed to begin at 5:00 p.m. C.D.T., but actually begun at 5:50 p.m., C.D.T., at the Enron Building in Houston, Texas.

All of the Committee members were present as follows:

Mr. Herbert S. Winokur, Jr., Chairman  
Mr. Robert A. Belfer  
Mr. Norman P. Blake, Jr.  
Mr. Ronnie C. Chan  
Mr. Paulo V. Ferraz Pereira  
Mr. Frank Savage

Directors John H. Duncan and Kenneth L. Lay, Messrs. William S. Bradford, Richard B. Buy, Richard A. Causey, Timothy A. DeSpain, Andrew S. Fastow, Ben F. Glisan, Jr., David G. Gorte, Mark E. Koenig, and Theodore R. Murphy, and Ms. Rebecca C. Carter, all of the Company or affiliates thereof, also attended the meeting. Director Jeffrey K. Skilling and Mr. Richard N. Foster, of McKinsey & Company, Inc, joined the meeting in progress as noted below.

The Chairman, Mr. Winokur, presided at the meeting, and the Secretary, Ms. Carter, recorded the proceedings.

Mr. Winokur called the meeting to order, noted that a draft of the minutes of the meeting of the Committee held on April 30, 2001 had been distributed to the Committee members, and called for any corrections or additions. There being none, upon motion duly made by Mr. Savage, seconded by Mr. Chan, and carried, the minutes of the meeting of the Committee held on April 30, 2001 were approved as distributed.

Mr. Winokur called upon Mr. Fastow to present the Chief Financial Officer's report, a copy of which is filed with the records of the meeting. Mr. Fastow discussed total return swaps that had been completed in June and July and noted that the ending balance shown in the presentation materials did not reflect recent activity, which had led to an ending balance of zero. He also reviewed

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Mr. Fastow then noted that the Company was diversifying its funding sources and compared the percentage of funding the Company had received from banks, U.S. capital markets, and non-U.S. capital markets over the last three and one-half years. He then commented on the Company's liquidity and net margin activity.

Mr. Fastow then presented a summary of the status of asset dispositions. He stated that the new accounting rules relating to goodwill could impact the Company's debt to total capital ratio and commented that the Company would be

closely monitoring the sale of assets and the impact on the ratio.

Mr. Winokur called upon Mr. Glisan to discuss a proposed resolution relating to brokerage account authorizations. Mr. Glisan discussed the proposed