



UNITED STATES OF AMERICA
SECURITIES AND EXCHANGE COMMISSION

ATTESTATION

I HEREBY ATTEST

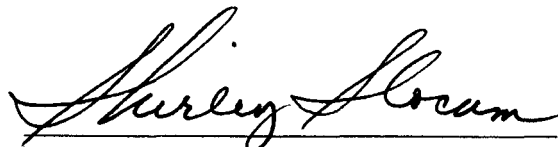
that:

*Attached is a copy of, quarterly report on Form 10-Q, for the
quarterly period ended March 31, 2000, received in this
Commission May 15, 2000, under the name Enron .
Corporation, File No. 1-13159, pursuant to the provisions of
the Securities Exchange Act of 1934.*

on file in this Commission

October 27, 2005

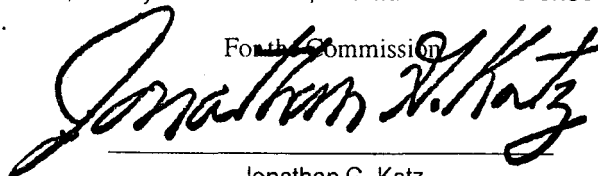
(Date)



Shirley Slocum
Associate Director

It is hereby certified that the Associate Executive Director, Office of Filings and Information Services, U.S. Securities and Exchange Commission, Washington, D.C., which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission, and all records and files created or established by the Federal Trade Commission pursuant to the provisions of the Securities Act of 1933 and transferred to this Commission in accordance with Section 210 of the Securities Exchange Act of 1934, and was such official custodian at the time of executing the above attestation, and that he/she, and persons holding the positions of Deputy Director, Associate Directors, Special Assistant to the Director, Records Officer, Branch Chief of Records Management, and the Program Analyst for the Records Officer, or any one of them, are authorized to execute the above attestation.

For the Commission



Jonathan G. Katz
Secretary

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2000**

Commission File Number 1-13159

ENRON CORP.

(Exact name of registrant as specified in its charter)

Oregon	47-0255140
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

Enron Building 1400 Smith Street Houston, Texas	77002
(Address of principal executive offices)	(Zip Code)

(713) 853-6161
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has
filed all reports required to be filed by Section 13 or
15(d) of the Securities Exchange Act of 1934 during the
preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has
been subject to such filing requirements for the past 90
days.

Yes ☒ No ☐

Indicate the number of shares outstanding of each of
the issuer's classes of common stock, as of the latest
practicable date.

Class	Outstanding at April 30, 2000
Common Stock, No Par Value	732,044,320 shares

ENRON CORP. AND SUBSIDIARIES

TABLE OF CONTENTS

	Page No.
PART I. FINANCIAL INFORMATION	
ITEM 1. Financial Statements	
Consolidated Condensed Income Statement - Three Months Ended March 31, 2000 and 1999	3
Consolidated Balance Sheet - March 31, 2000 and December 31, 1999	4
Consolidated Statement of Cash Flows - Three Months Ended March 31, 2000 and 1999	6
Notes to Consolidated Financial Statements	7
ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	15
PART II. OTHER INFORMATION	
ITEM 1. Legal Proceedings	26
ITEM 6. Exhibits and Reports on Form 8-K	26

STATEMENTS

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL

ITEM 1. FINANCIAL STATEMENTS
 ENRON CORP. AND SUBSIDIARIES
 CONSOLIDATED CONDENSED INCOME STATEMENT
 (In Millions, Except Per Share Amounts)
 (Unaudited)

	Three Months Ended March 31,	
	2000	1999
Revenues	\$13,145	\$7,632
Costs and Expenses		
Cost of gas, electricity and other products	11,888	6,300
Operating expenses	747	670
Depreciation, depletion and amortization	172	215
Taxes, other than income taxes	66	62
	12,873	7,247
Operating Income	272	385
Other Income and Deductions		
Equity in earnings of unconsolidated affiliates	264	68
Gains on sales of assets and investments	18	12
Other income, net	70	68
Income before Interest, Minority Interests and Income Taxes	624	533
Interest and Related Charges, net	161	175
Dividends on Company-Obligated Preferred Securities of Subsidiaries	18	19
Minority Interests	35	33
Income Taxes	72	53
Net Income Before Cumulative Effect of Accounting Changes	338	253
Cumulative Effect of Accounting Changes, net of tax	-	(131)
Net Income	338	122
Preferred Stock Dividends	20	4
Earnings on Common Stock	\$ 318	\$ 118
Earnings per Share of Common Stock		
Basic		
Before Cumulative Effect of Accounting Changes	\$ 0.44	\$ 0.36
Cumulative Effect of Accounting Changes	-	(0.19)
Basic Earnings per Share	\$ 0.44	\$ 0.17
Diluted		
Before Cumulative Effect of Accounting Changes	\$ 0.40	\$ 0.34
Cumulative Effect of Accounting Changes	-	(0.18)
Diluted Earnings per Share	\$ 0.40	\$ 0.16
Average Number of Common Shares Used in Computation		
Basic	723	683
Diluted	852	745

The accompanying notes are an integral part of these consolidated financial statements.

PART I. FINANCIAL INFORMATION - (Continued)
ITEM 1. FINANCIAL STATEMENTS - (Continued)

ENRON CORP. AND

SUBSIDIARIES

ENRON CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(In Millions)
(Unaudited)

	March 31, 2000	December 31, 1999
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 466	\$ 288
Trade receivables (net of allowance for doubtful accounts of \$35 and \$40, respectively)	3,899	3,030
Other receivables	453	518
Assets from price risk management activities	3,139	2,205
Inventories	437	598
Other	939	616
Total Current Assets	9,333	7,255
Investments and Other Assets		
Investments in and advances to unconsolidated equity affiliates	6,020	5,036
Assets from price risk management activities	3,428	2,929
Goodwill	2,905	2,799
Other	5,101	4,681
Total Investments and Other Assets	17,454	15,445
Property, Plant and Equipment, at cost		
Natural gas transmission	6,935	6,948
Electric generation and distribution	3,640	3,552
Construction in progress	1,409	1,491
Oil and gas, successful efforts method	705	690
Other	1,323	1,231
	14,012	13,912
Less accumulated depreciation, depletion and amortization	3,315	3,231
Property, Plant and Equipment, net	10,697	10,681
Total Assets	\$37,484	\$33,381

The accompanying notes are an integral part of these consolidated financial statements.

PART I. FINANCIAL INFORMATION - (Continued)
ITEM 1. FINANCIAL STATEMENTS - (Continued)
ENRON CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(In Millions)
(Unaudited)

March 31, December 31,
2000 1999

LIABILITIES AND SHAREHOLDERS' EQUITY

Current Liabilities		
Accounts payable	\$ 2,914	\$2,154
Liabilities from price risk management activities	2,697	1,836
Short-term debt	1,884	1,001
Other	1,695	1,768
Total Current Liabilities	9,190	6,759
Long-Term Debt	8,288	7,151
Deferred Credits and Other Liabilities		
Deferred income taxes	1,791	1,894
Liabilities from price risk management activities	3,510	2,990
Other	1,594	1,587
Total Deferred Credits and Other Liabilities	6,895	6,471
Minority Interests	1,872	2,430
Company-Obligated Preferred Securities of Subsidiaries	1,099	1,000
Shareholders' Equity		
Second preferred stock, cumulative, no par value	129	130
Manditorily Convertible Junior Preferred Stock, Series B, no par value	1,000	1,000
Common stock, no par value	7,041	6,637
Retained earnings	2,922	2,698
Accumulated other comprehensive income	(756)	(741)
Common stock held in treasury	(16)	(49)
Restricted stock and other	(180)	(105)
Total Shareholders' Equity	10,140	9,570
Total Liabilities and Shareholders' Equity	\$37,484	\$33,381

The accompanying notes are an integral part of these consolidated financial statements.

PART I. FINANCIAL INFORMATION - (Continued)
ITEM 1. FINANCIAL STATEMENTS - (Continued)

ENRON CORP. AND

SUBSIDIARIES

ENRON CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(In Millions)
(Unaudited)

Three Months Ended
March 31,
2000 1999

Cash Flows From Operating Activities

Reconciliation of net income to net cash
provided by (used in) operating activities

Net income	\$ 338	\$ 122
Cumulative effect of accounting changes, net of tax	-	131
Depreciation, depletion and amortization	172	215
Deferred income taxes	30	2
Equity in earnings of unconsolidated affiliates	(264)	(68)
Gains on sales of assets and investments	(18)	(12)
Changes in components of working capital	(313)	(556)
Net assets from price risk management activities	(52)	(518)
Merchant assets and investments:		
Realized gains on sales	(31)	(22)
Proceeds from sales	199	26
Additions and unrealized gains	(517)	(135)
Other operating activities	(1)	155
Net Cash Used in Operating Activities	(457)	(660)
Cash Flows From Investing Activities		
Capital expenditures	(496)	(519)
Equity investments	(316)	(409)
Proceeds from sales of investments and other assets	17	43
Acquisition of subsidiary stock	(619)	-
Business acquisitions, net of cash acquired	(10)	(38)
Other investing activities	(69)	(207)
Net Cash Used in Investing Activities	(1,493)	(1,130)
Cash Flows From Financing Activities		
Issuance of long-term debt	1,361	114
Repayment of long-term debt	(393)	(68)
Net increase in short-term borrowings	962	1,119
Issuance of common stock	179	839
Issuance of preferred securities of subsidiaries	105	-
Dividends paid	(156)	(113)
Net disposition of treasury stock	70	119
Other financing activities	-	(35)
Net Cash Provided by Financing Activities	2,128	1,975
Increase in Cash and Cash Equivalents	178	185
Cash and Cash Equivalents, Beginning of Period	288	111
Cash and Cash Equivalents, End of Period	\$ 466	\$ 296

Changes in Components of Working Capital

Receivables	\$ (824)	\$ (549)
Inventories	156	56
Payables	732	159
Other	(377)	(222)
Total	\$ (313)	\$ (556)

The accompanying notes are an integral part of these consolidated financial statements.

PART I. FINANCIAL INFORMATION - (Continued)

ITEM 1. FINANCIAL STATEMENTS - (Continued)

ENRON CORP. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The consolidated financial statements included herein have been prepared by Enron Corp. (Enron) without audit pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, these statements reflect all adjustments (consisting only of normal recurring entries) which are, in the opinion of management, necessary for a fair statement of the financial results for the interim periods. Certain information and notes normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although Enron believes that the disclosures are adequate to make the information presented not misleading. These consolidated financial statements should be read in conjunction with the financial statements and the notes thereto included in Enron's Annual Report on Form 10-K for the year ended December 31, 1999 (Form 10-K).

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Certain reclassifications have been made in the 1999 amounts to conform with the 2000 presentation.

"Enron" is used from time to time herein as a collective reference to Enron Corp. and its subsidiaries and affiliates. The businesses of Enron are conducted by the subsidiaries and affiliates whose operations are managed by their respective officers.

2. SUPPLEMENTAL CASH FLOW INFORMATION

Net cash paid for income taxes for both the first quarter of 2000 and 1999 was \$11 million. Cash paid for interest for the same periods, net of amounts capitalized, was \$164 million and \$185 million, respectively.

Non-Cash Activity. In the first quarter of 2000, Enron and LJM Cayman, L.P. (LJM), a related party, entered into an agreement which resulted in an exchange of assets. See Note 7.

3. LITIGATION AND OTHER CONTINGENCIES

Enron is a party to various claims and litigation, the significant items of which are discussed below. Although no assurances can be given, Enron believes, based on its experience to date and after considering appropriate reserves that have been established, that the ultimate resolution of such items, individually or in the aggregate,

will not have a material adverse impact on Enron's financial position or its results of operations.

Litigation. In 1995, several parties (the Plaintiffs) filed suit in Harris County District Court in Houston, Texas, against Intratex Gas Company (Intratex), Houston Pipe Line Company and Panhandle Gas Company (collectively, the Enron Defendants), each of which is a wholly-owned subsidiary of Enron. The Plaintiffs were either sellers or royalty owners under numerous gas purchase contracts with Intratex, many of which have terminated. Early in 1996, the case was severed by the Court into two matters to be tried (or otherwise resolved) separately. In the first matter, the Plaintiffs alleged that the Enron Defendants committed fraud and negligent misrepresentation in connection with the "Panhandle program," a special marketing program established in the early 1980s. This case was tried in October 1996 and resulted in a verdict for the Enron Defendants. In the second matter, the Plaintiffs allege that the Enron Defendants violated state regulatory requirements and certain gas purchase contracts by failing to take the Plaintiffs' gas ratably with other producers' gas at certain times between 1978 and 1988. The trial court certified a class action with respect to ratable claims. On March 9, 2000, the Texas Supreme Court ruled that the trial court's class certification was improper and remanded the case to the trial court. The Enron Defendants deny the Plaintiffs' claims and have asserted various affirmative defenses, including the statute of limitations. The Enron Defendants believe that they have strong legal and factual defenses, and intend to vigorously contest the claims. Although no assurances can be given, Enron believes that the ultimate resolution of these matters will not have a material adverse effect on its financial position or results of operations.

On November 21, 1996, an explosion occurred in or around the Humberto Vidal Building in San Juan, Puerto Rico. The explosion resulted in fatalities, bodily injuries and damage to the building and surrounding property. San Juan Gas Company, Inc. (San Juan), an Enron subsidiary, operated a propane/air distribution system in the vicinity. Although San Juan did not provide service to the building, the National Transportation Safety Board (NTSB) concluded that the probable cause of the incident was propane leaking from San Juan's distribution system. San Juan and Enron strongly disagree. The NTSB found no path of migration of propane from San Juan's system to the building and no forensic evidence that propane fueled the explosion. Enron, San Juan, and four San Juan affiliates have been named, along with several third parties, as defendants in numerous lawsuits filed in U.S. District Court for the district of Puerto Rico and the Superior Court of Puerto Rico. These suits, which seek damages for wrongful death, personal injury, business interruption and property damage, allege that negligence of Enron, San Juan and its affiliates, among others, caused the explosion. Enron, San Juan and its affiliates are vigorously contesting the claims. Although no assurances can be given, Enron believes that the ultimate resolution of these matters will not have a material adverse effect on its financial position or results of operations.

Trojan Investment Recovery. In early 1993, PGE ceased commercial operation of Trojan. In April 1996 a circuit court judge in Marion County, Oregon, found that the OPUC could not authorize PGE to collect a return on its

undepreciated investment in Trojan, contradicting a November 1994 ruling from the same court. The ruling was the result of an appeal of PGE's March 1995 general rate order which granted PGE recovery of, and a return on, 87% of its remaining investment in Trojan. The 1994 ruling was appealed to the Oregon Court of Appeals and was stayed pending the appeal of the OPUC's March 1995 order. Both PGE and the OPUC separately appealed the April 1996 ruling, which appeals were combined with the appeal of the November 1994 ruling at the Oregon Court of Appeals. On June 24, 1998, the Court of Appeals of the State of Oregon ruled that the OPUC does not have the authority to allow PGE to recover a rate of return on its undepreciated investment in the Trojan generating facility. The court upheld the OPUC's authorization of PGE's recovery of its undepreciated investment in Trojan.

PGE and the OPUC each filed petitions for review with the Oregon Supreme Court. On August 26, 1998, the Utility Reform Project filed a petition for review with the Oregon Supreme Court seeking review of that portion of the Oregon Court of Appeals decision relating to PGE's recovery of its undepreciated investment in Trojan. On April 29, 1999, the Oregon Supreme Court accepted the petitions for review. On June 16, 1999, Oregon House Bill 3220 authorizing the OPUC to allow recovery of a return on the undepreciated investment in property retired from service was signed. One of the effects of the bill is to affirm retroactively the OPUC's authority to allow PGE's recovery of a return on its undepreciated investment in the Trojan generating facility.

Relying on the new legislation, on July 2, 1999, PGE requested the Oregon Supreme Court to vacate the June 24, 1998, adverse ruling of the Oregon Court of Appeals, affirm the validity of the OPUC's order allowing PGE to recover a return on its undepreciated investment in Trojan and to reverse its decision accepting the Utility Reform Project's petition for review. The Utility Reform Project and the Citizens Utility Board, another party to the proceeding, opposed such request and submitted to the Oregon Secretary of State sufficient signatures in support of placing a referendum to negate the new legislation on the November 2000 ballot. The Oregon Supreme Court has indicated it will defer hearing the matter until after the November 2000 elections. Enron cannot predict the outcome of these actions. Additionally, due to uncertainties in the regulatory process, management cannot predict, with certainty, what ultimate rate-making action the OPUC will take regarding PGE's recovery of a rate of return on its Trojan investment. Although no assurances can be given, Enron believes that the ultimate resolution of these matters will not have a material adverse effect on its financial position or results of operations.

Environmental Matters. Enron is subject to extensive federal, state and local environmental laws and regulations. These laws and regulations require expenditures in connection with the construction of new facilities, the operation of existing facilities and for remediation at various operating sites. The implementation of the Clean Air Act Amendments is expected to result in increased operating expenses. These increased operating expenses are not expected to have a material impact on Enron's financial position or results of operations.

The Environmental Protection Agency (EPA) has informed Enron that it is a potentially responsible party at the Decorah Former Manufactured Gas Plant Site (the Decorah Site) in Decorah, Iowa, pursuant to the provisions of the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA, also commonly known as Superfund). The manufactured gas plant in Decorah ceased operations in 1951. A predecessor company of Enron purchased the Decorah Site in 1963. Enron's predecessor did not operate the gas plant and sold the Decorah Site in 1965. The EPA alleges that hazardous substances were released to the environment during the period in which Enron's predecessor owned the site, and that Enron's predecessor assumed the liabilities of the company that operated the plant. Enron contests these allegations. To date, the EPA has identified no other potentially responsible parties with respect to this site. Under the terms of administrative orders, Enron replaced affected topsoil and removed impacted subsurface soils in certain areas of the tract where the plant was formerly located. Enron completed the final removal actions at the site in November 1998 and concluded all remaining site activities in the spring of 1999. Enron submitted a final report on the work conducted at the site to the EPA. Enron does not expect to incur material expenditures in connection with this site.

Enron's natural gas pipeline companies conduct soil and groundwater remediation on a number of their facilities. Enron does not expect to incur material expenditures in connection with soil and groundwater remediation.

4. EARNINGS PER SHARE

The computation of basic and diluted earnings per share is as follows (in millions, except per share amounts):

Three Months Ended
March 31,
2000 1999

Numerator:

Basic

Income before cumulative effect of accounting changes	\$ 338	\$ 253
Preferred stock dividends:		
Second Preferred Stock	(4)	(4)
Series B Preferred Stock	(16)	-
Income available to common shareholders before cumulative effect of accounting changes	318	249
Cumulative effect of accounting changes	-	(131)
Income available to common shareholders	\$ 318	\$ 118

Diluted

Income available to common shareholders before cumulative effect of accounting changes	\$ 318	\$ 249
Effect of assumed conversion of dilutive securities:		
Second Preferred Stock	4	4
Series B Preferred Stock	16	-
Income before cumulative effect of accounting changes	338	253
Cumulative effect of accounting changes	-	(131)
Income available to common shareholders after assumed conversion	\$ 338	\$ 122

Denominator:

Denominator for basic earnings per share - weighted-average shares	723	683
Effect of dilutive securities:		
Preferred stock:		
Second Preferred Stock	35	36
Series B Preferred Stock	50	-
Stock options	44	26
Dilutive potential common shares	129	62
Denominator for diluted earnings per share - adjusted weighted-average shares and assumed conversions	852	745

Basic earnings per share:

Before cumulative effect of accounting changes	\$0.44	\$0.36
Cumulative effect of accounting changes	-	(0.19)
Basic earnings per share	\$0.44	\$0.17

Diluted earnings per share:

Before cumulative effect of accounting changes	\$0.40	\$0.34
Cumulative effect of accounting changes	-	(0.18)
Diluted earnings per share	\$0.40	\$0.16

5. COMPREHENSIVE INCOME

Comprehensive income includes the following (in millions):

	First Quarter	
	2000	1999
Net income	\$ 338	\$ 122
Other comprehensive income:		
Foreign currency translation adjustment	(2)	(549)
Change in value of available-for-sale investments	(13)	-
Total comprehensive income (loss)	\$ 323	\$ (427)

6. BUSINESS SEGMENT INFORMATION

Enron's business is divided into operating segments, defined as components of an enterprise about which financial information is available and evaluated regularly by the Office of the Chairman, which serves as the chief operating decision making group.

In the first quarter of 2000, Enron's communications business is being managed as a separate operating segment named Broadband Services and therefore, based on criteria set by Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information," is reported separately.

Enron's broadband services business includes the construction and management of the Enron Intelligent Network, a nationwide fiber optic network, the marketing and management of bandwidth and the delivery of high-bandwidth media rich content such as video streaming, high capacity data transport and video conferencing.

(In Millions) Three Months Ended March 31, 2000	Transportation and Distribution	Wholesale Energy Operations and Services	Retail Energy Services	Broadband Services	Corporate and Other (c)	Total
Unaffiliated revenues (a)	\$ 599	\$11,847	\$ 603	\$ 59	\$ 37	\$13,145
Intersegment revenues (b)	4	154	39	-	(197)	-
Total revenues	\$ 603	\$12,001	\$ 642	\$ 59	\$ (160)	\$13,145
Income (loss) before interest, minority interests and income taxes	\$ 233	\$ 419	\$ 16	\$ -	\$ (44)	\$ 624

(In Millions) Three Months Ended March 31, 1999	Transportation and Distribution	Wholesale Energy Operations and Services	Retail Energy Services	Exploration and Production(d)	Corporate and Other(c)	Total
Unaffiliated revenues(a)	\$ 477	\$ 6,516	\$ 363	\$ 149	\$ 127	\$ 7,632
Intersegment revenues(b)	4	79	7	54	(144)	-
Total revenues	\$ 481	\$ 6,595	\$ 370	\$ 203	\$ (17)	\$ 7,632
Income (loss) before interest, minority interests and income taxes	\$ 218	\$ 320	\$ (31)	\$ 12	\$ 14	\$ 533

- (a) Unaffiliated revenues include sales to unconsolidated affiliates.
(b) Intersegment sales are made at prices comparable to those received from unaffiliated customers and in some instances are affected by regulatory considerations.
(c) Includes consolidating eliminations.
(d) Reflects results through August 16, 1999, when Enron completed the exchange and sale of shares in Enron Oil & Gas Company (EOG).

Total assets by segment are as follows (in millions):

	March 31, 2000	December 31, 1999
Transportation and Distribution	\$ 7,984	\$ 7,959
Wholesale Energy Operations and Services	24,416	20,674
Retail Energy Services	1,134	956
Broadband Services	687	511
Corporate and Other	3,263	3,281
Total Assets	\$37,484	\$33,381

7. RELATED PARTY TRANSACTION

During the first quarter of 2000, Enron and LJM, through a wholly-owned subsidiary, entered into an agreement. A senior officer of Enron is the managing member of LJM's general partner. The agreement resulted in (i) the termination of certain financial instruments hedging an investment held by Enron, (ii) the payment, by Enron, of approximately \$26.8 million to LJM, (iii) the transfer to Enron of approximately 3.1 million shares of Enron common stock held by LJM and (iv) the termination of a put option held by LJM. The put option, which was originally entered into in the first quarter of 2000, gave LJM the right to sell shares of Enron common stock to Enron at a strike price of \$71.31 per share. The agreement closed in April 2000. Additionally, in the first quarter of 2000, Enron advanced to LJM \$10 million, at a market rate of interest, which was repaid in April 2000.

Management believes that the terms of the transactions with related parties were reasonable and are representative of terms that would be negotiated with unrelated third

parties.

PART I. FINANCIAL INFORMATION - (Continued)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
ENRON CORP. AND SUBSIDIARIES

RESULTS OF OPERATIONS

First Quarter 2000
vs. First Quarter 1999

The following review of Enron's results of operations should be read in conjunction with the Consolidated Financial Statements.

RESULTS OF OPERATIONS

Consolidated Net Income

Enron's first quarter 2000 net income was \$338 million compared to \$253 million (excluding a charge of \$131 million related to a cumulative effect of accounting changes) in the first quarter of 1999. Enron's operating segments include Transportation and Distribution (Gas Pipeline Group and Portland General), Wholesale Energy Operations and Services (Enron's North America, Europe and international energy businesses), Retail Energy Services (Enron Energy Services), Broadband Services (Enron Broadband Services), Exploration and Production (through August 16, 1999) and Corporate and Other, which includes certain other businesses.

Basic and diluted earnings per share of common stock were as follows:

	First Quarter	
	2000	1999
Basic earnings per share:		
Before cumulative effect of accounting changes	\$ 0.44	\$ 0.36
Cumulative effect of accounting changes	-	(0.19)
	\$ 0.44	\$ 0.17
Diluted earnings per share:		
Before cumulative effect of accounting changes	\$ 0.40	\$ 0.34
Cumulative effect of accounting changes	-	(0.18)
	\$ 0.40	\$ 0.16

Income Before Interest, Minority Interests and Income Taxes

The following table presents income before interest, minority interests and income taxes (IBIT) for each of Enron's operating segments (in millions):

	First Quarter	
	2000	1999
Transportation and Distribution:		
Gas Pipeline Group	\$128	\$126
Portland General	105	92
Wholesale Energy Operations and Services	419	320
Retail Energy Services	16	(31)
Broadband Services	-	-
Exploration and Production	-	12
Corporate and Other	(44)	14
Income before interest,		
minority interests and taxes	\$624	\$533

Transportation and Distribution

Transportation and Distribution consists of the Gas Pipeline Group and Portland General. The Gas Pipeline Group includes Enron's interstate natural gas pipelines, primarily Northern Natural Gas Company (Northern), Transwestern Pipeline Company (Transwestern), Enron's 50% interest in Florida Gas Transmission Company (Florida Gas) and Enron's interests in Northern Border Pipeline and EOTT Energy Partners, L.P. (EOTT).

Gas Pipeline Group. The following table summarizes total volumes transported for each of Enron's interstate natural gas pipelines.

	First Quarter	
	2000	1999
Total Volumes Transported (BBtu/d) (a)		
Northern Natural Gas	4,147	4,464
Transwestern Pipeline	1,566	1,393
Florida Gas Transmission	1,563	1,225
Northern Border Pipeline	2,464	2,388

(a) Billion British thermal units per day. Reflects 100% of each entity's throughput volumes. Florida Gas and Northern Border Pipeline are unconsolidated equity affiliates.

Significant components of IBIT are as follows (in millions):

	First Quarter	
	2000	1999
Net revenues	\$201	\$181
Operating expenses	65	61
Depreciation and amortization	16	17
Equity in earnings	7	8
Other income, net	1	15
Income before interest and taxes	\$128	\$126

Operating Results

Revenues, net of cost of sales (net revenues) of the Gas Pipeline Group increased \$20 million in the first quarter of 2000 as compared to the same period in 1999 primarily due to increased margin from Northern as a result of implementing, in November 1999, rates based on a June 1999 rate case settlement. Other income, net decreased \$14 million in the first quarter of 2000 as compared to the same period in 1999. Other income, net in 1999 included earnings from the early settlement of an interest rate contract.

Portland General. Statistics for Portland General for the first quarter of 2000 and 1999 are as follows:

	First Quarter	
	2000	1999
Electricity Sales (Thousand MWh) (a)		
Residential	2,361	2,342
Commercial	1,872	1,816
Industrial	1,169	1,020
Total Retail	5,402	5,178
Wholesale	4,281	1,338
Total Electricity Sales	9,683	6,516
Average Billed Revenue (cents per kWh)	4.00	4.36
Resource Mix		
Coal	13%	18%
Combustion Turbine	10	4
Hydro	8	13
Total Generation	31	35
Firm Purchases	62	47
Secondary Purchases	7	18
Total Resources	100%	100%
Average Variable Power Cost (Mills/kWh) (b)	20.8	15.0
Retail Customers (end of period, thousands)	724	708

(a) Thousand megawatt-hours.

(b) Mills (1/10 cent) per kilowatt-hour.

Significant components of IBIT are as follows (in millions):

	First Quarter	
	2000	1999
Revenues	\$397	\$299
Purchased power and fuel	202	100
Operating expenses	78	70
Depreciation and amortization	46	46
Other income, net	34	9
Income before interest and taxes	\$105	\$ 92

Operating Results

Revenues and purchased power and fuel costs increased \$98 million and \$102 million, respectively, in the first quarter of 2000 as compared to the first quarter of 1999, primarily as a result of an increase in the number of customers served by Portland General and a significant increase in wholesale sales. Other income, net increased \$25 million, primarily due to the impact of an OPUC order, issued in the first quarter of 2000, allowing certain deregulation costs to be deferred and recovered through rate cases.

On November 8, 1999, Enron announced that it had entered into an agreement to sell Portland General to Sierra Pacific Resources. The proposed transaction, which is subject to regulatory approval, is expected to close in late 2000.

Wholesale Energy Operations and Services

Enron's wholesale business (Enron Wholesale) includes its wholesale energy businesses around the world. Enron Wholesale operates in developed and deregulated markets such as North America and Europe, as well as developing or newly deregulating markets including South America, India and Japan.

Enron builds its wholesale businesses through the creation of networks involving asset ownership, contractual access to third-party assets and market-making activities. Each market in which Enron Wholesale operates utilizes these components in a slightly different manner and is at a different stage of development. This network strategy has enabled Enron Wholesale to establish a leading position in its markets. Enron Wholesale's activities are categorized into two business lines: (a) Commodity Sales and Services and (b) Assets and Investments. Activities are often integrated into a bundled product offering for Enron's customers.

Enron Wholesale manages its portfolio of contracts and assets in order to maximize value, minimize the associated risks and provide overall liquidity. In doing so, Enron Wholesale uses portfolio and risk management disciplines, including offsetting or hedging transactions, to manage exposures to market price movements (commodities, interest rates, foreign currencies and equities). Additionally, Enron Wholesale manages its liquidity and exposure to third-party credit risk through monetization of its contract portfolio or third-party insurance contracts. Enron Wholesale also sells interests in certain investments and other assets to improve liquidity and overall return.

The following table reflects IBIT for each business line (in millions):

	First Quarter	
	2000	1999
Commodity Sales and Services	\$246	\$224
Assets and Investments	220	136
Unallocated expenses	(47)	(40)
Income before interest, minority interests and taxes	\$419	\$320

The following discussion analyzes the contributions to IBIT for each of the business lines.

Commodity Sales and Services. Enron Wholesale provides reliable commodity delivery and predictable pricing to its customers through forward contracts. This market-making activity includes the purchase, sale, marketing and delivery of natural gas, electricity, liquids and other commodities, as well as the management of Enron Wholesale's own portfolio of contracts. Enron Wholesale's market-making activity is facilitated through a network of capabilities including asset ownership. Accordingly, certain assets involved in the delivery of these services are included in this business (such as intrastate natural gas pipelines, power plants and gas storage facilities).

Enron Wholesale markets, transports and provides energy commodities as reflected in the following table (including intercompany amounts):

	First Quarter	
	2000	1999
Physical Volumes (BBtue/d) (a) (b)		
Gas:		
United States	16,217	9,088
Canada	4,389	3,954
Europe and Other	2,469	1,799
	23,075	14,841
Transport Volumes	456	556
Total Gas Volumes	23,531	15,397
Crude Oil and Liquids	6,134	4,284
Electricity(c)	12,170	9,594
Total	41,835	29,275
Electricity Volumes Marketed (Thousand MWh)		
United States	102,903	85,962
Europe and Other	7,844	384
Total	110,747	86,346
Financial Settlements (Notional) (BBtue/d)	141,865	95,151

- (a) Billion British thermal units equivalent per day.
- (b) Includes third-party transactions by Enron Energy Services.
- (c) Represents electricity transaction volumes marketed, converted to BBtue/d utilizing the input method.

The earnings from commodity sales and services increased by \$22 million in the first quarter of 2000 as compared to the same period of 1999. Earnings from commodity marketing were favorably impacted by increased profits from North American gas marketing, European power marketing and other marketing activities. These improvements were partially offset by decreased profits from North American power marketing, European gas marketing and favorable changes, in 1999, in credit markets worldwide. Gas volumes were also positively impacted by the first full quarter's operation of EnronOnline, an internet-based eCommerce system, launched in

late 1999, that allows customers to complete transactions with Enron as principal.

Assets and Investments. Enron's Wholesale businesses make investments in various energy-related assets as a part of its network strategy. Enron Wholesale either purchases the asset from a third party or develops and constructs the asset. In most cases, Enron Wholesale operates and manages such assets. Earnings from these investments principally result from operations of the assets or sales of ownership interests.

Additionally, Enron Wholesale invests in debt and equity securities of energy and certain communications-related businesses, which may also utilize Enron Wholesale's products and services. With these merchant investments, Enron's influence is much more limited relative to assets Enron develops or constructs. Earnings from these activities result from changes in the market value of the security.

Earnings from assets and investments increased to \$220 million in the first quarter of 2000 as compared to \$136 million in the same period of 1999, primarily as a result of increased market values of Enron Wholesale's merchant investments, partially offset by lower earnings from sales of interests in energy assets and construction profits. A portion of the increase in the value of merchant investments was reflected in the increase in earnings of equity affiliates. Results from international energy asset operations in the first quarter of 2000 were comparable to those for the same period of 1999.

Retail Energy Services

Enron Energy Services (Energy Services) is extending Enron's energy expertise and capabilities to end-use retail customers in the industrial and commercial business sectors, to manage their energy requirements and reduce their total energy costs. Energy Services sells or manages the delivery of natural gas, electricity, liquids and other commodities to industrial and commercial customers located throughout the United States and the United Kingdom. Energy Services also provides outsourcing solutions to customers for full energy management. This integrated product includes the management of commodity delivery, energy information and energy assets, and price risk management activities.

Significant components of Energy Services' results are as follows (in millions):

	First Quarter	
	2000	1999
Revenues	\$642	\$370
Gross margin	\$102	\$ 45
IBIT	\$ 16	\$(31)

Operating Results

Revenues and gross margin increased \$272 million and \$57 million, respectively in the first quarter of 2000 compared

to the first quarter of 1999, primarily resulting from long-term energy contracts originated in the first quarter of 2000, increased values of Energy Services' contract portfolio and the commencement, in the second half of 1999, of operations in the United Kingdom. Also included in Energy Services' results were gains recognized associated with the securitization of equity instruments, offset by certain compensation expenses.

Broadband Services

Enron's broadband services business (Broadband Services) provides customers with a single source for broadband services. In implementing Enron's network strategy, Broadband Services is constructing the Enron Intelligent Network (EIN), a nationwide fiber optic network that consists of both fiber deployed by Enron and acquired capacity on non-Enron networks. The EIN, managed by Enron's Broadband Operating System software, provides a bandwidth-on-demand platform allowing Broadband Services to deliver high-bandwidth media rich content such as video streaming, high capacity data transport and video conferencing. In addition, Enron is extending its market-making and risk management skills from its energy business to develop the bandwidth intermediation business to help customers manage unexpected fluctuation in the price, supply and demand of bandwidth. Broadband Services also makes investments in companies with related technologies and with the potential for capital appreciation. Earnings from these merchant investments result from changes in fair value.

The components of Broadband Services' businesses include the development and construction of the EIN and the sales of excess fiber capacity and software, the marketing and management of bandwidth and the delivery of content. First quarter 2000 results included earnings from sales of excess fiber capacity as well as software licenses and increased market values of Broadband Services' merchant investments, offset by expenses related to the business.

Corporate and Other

Corporate and Other realized a loss before interest, minority interests and taxes of \$44 million in the first quarter of 2000 compared to IBIT of \$14 million in the same period of 1999. Results of the current year quarter reflect expenses related to information technology and advertising.

Interest and Related Charges, net

Interest and related charges, net, is reported net of interest capitalized of \$13 million for the first three months of each of 2000 and 1999. The net expense decreased \$14 million in the first quarter of 2000 as compared to the same period of 1999, primarily due to the replacement of higher interest rate debt related to a Brazilian subsidiary with lower interest rate debt, partially offset by increased debt levels.

Minority Interests

Minority interests increased \$2 million to \$35 million in the first quarter of 2000 compared to the same period in 1999, primarily due to the minority owner's share of the results of a limited partnership formed in the second quarter of 1999 and the elimination of minority interest attributable to losses of EOG in the first quarter of 1999, partially offset by amounts related to Whitewing Associates,

L.P. which is no longer consolidated.

Income Tax Expense

The projected effective tax rate for 2000 is lower than the statutory rate mainly due to equity earnings and differences between the book and tax basis of certain assets and stock sales. Income taxes increased during the first quarter of 2000 as compared to the first quarter of 1999 primarily as a result of increased pretax earnings.

CUMULATIVE EFFECT OF ACCOUNTING CHANGES

In the first quarter of 1999, Enron recorded an after-tax charge of \$131 million to reflect the initial adoption (as of January 1, 1999) of two new accounting pronouncements, the AICPA Statement of Position 98-5 (SOP 98-5), "Reporting on the Costs of Start-Up Activities," and the Emerging Issues Task Force Issue No. 98-10, "Accounting for Contracts Involved in Energy Trading and Risk Management Activities." The first quarter 1999 charge was primarily related to the adoption of SOP 98-5.

NEW ACCOUNTING PRONOUNCEMENT

In 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded on the balance sheet as either an asset or liability measured at its fair value. The statement requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the income statement, and requires that a company must formally document, designate and assess the effectiveness of transactions that receive hedge accounting.

In June 1999, the FASB issued SFAS No. 137, which deferred the effective date of SFAS No. 133 to fiscal years beginning after June 15, 2000. A company may implement SFAS No. 133 as of the beginning of any fiscal quarter after issuance, however, the statement cannot be applied retroactively. Enron does not plan to effect the early adoption of SFAS No. 133, as important interpretations regarding implementation continue to be made. Enron believes that SFAS No. 133 will not have a material impact on its accounting for price risk management activities but has not yet quantified the effect on its hedging activities or physical based contracts.

FINANCIAL CONDITION

Cash Flows

(In Millions)	First Quarter	
	2000	1999
Cash provided by (used in):		
Operating activities	\$ (457)	\$ (660)
Investing activities	(1,493)	(1,130)
Financing activities	2,128	1,975

Cash used in operating activities totaled \$457 million during the first three months of 2000 as compared to cash used of \$660 million in the same period last year. The change in cash from operating activities in the first quarter of 2000 reflects increased working capital requirements and net cash used in acquiring merchant assets and investments.

Cash used in investing activities totaled \$1,493 million during the first quarter of 2000 as compared to \$1,130 million during the same period in 1999. The first quarter 2000 amount reflects cash used for capital expenditures, equity investments and the acquisition of certain minority owner's interests.

Cash provided by financing activities totaled \$2,128 million during the first quarter of 2000 as compared to \$1,975 million during the same period in 1999. The first three months of 2000 includes the net issuances of short- and long-term debt of \$1,930.

Enron is able to fund its normal working capital requirements mainly through operations or, when necessary, through the utilization of credit facilities and its ability to sell commercial paper and accounts receivable.

Capitalization

Total capitalization at March 31, 2000 was \$23.3 billion. Debt as a percentage of total capitalization increased to 43.7% at March 31, 2000 as compared to 38.5% at December 31, 1999. The increase in the ratio reflects increased debt levels and the first quarter 2000 acquisition of certain minority owner's interests, partially offset by the issuances of Enron common stock related to the exercise of employee stock options and of company-obligated preferred securities of subsidiaries.

FINANCIAL RISK MANAGEMENT

Enron Wholesale's business offers price risk management services primarily related to commodities associated with the energy sector (natural gas, crude oil, natural gas liquids and electricity). Enron's other businesses also enter into forwards, swaps and other contracts primarily for the purpose of hedging the impact of market fluctuations on assets, liabilities, production and other contractual commitments. Enron utilizes value at risk measures that assume a one-day holding period and a 95% confidence level. For a complete discussion of the types of financial risk management products used by Enron, the types of market risks associated with Enron's portfolio of transactions, and the methods used by Enron to manage market risks, see Enron's Annual Report on Form 10-K for the year ended December 31, 1999.

Enron's value at risk for trading commodity price risk increased to \$32 million at March 31, 2000 as compared to \$21 million at December 31, 1999. This increase is attributable to increased natural gas prices, combined with increased price volatility in the power markets in anticipation of the peak summer season.

In addition, value at risk for trading securities, which primarily relate to Enron's merchant investments, increased

to \$32 million at March 31, 2000, compared to \$26 million at December 31, 1999. This increase is a result of increased values of existing investments as well as new investments and increased volatility attributable to the communications-related merchant investments.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical facts contained in this document are forward-looking statements. Forward-looking statements include, but are not limited to, statements relating to expansion opportunities for the Gas Pipeline Group, demand in the market for broadband services and high bandwidth applications, transaction volumes in the U.S. power market, commencement of commercial operations of new power plants and pipeline projects, and growth in the demand for retail energy outsourcing solutions. When used in this document, the words "anticipate," "believe," "estimate," "except," "intend," "may," "project," "plan," "should" and similar expressions are intended to be among the statements that identify forward-looking statements. Although Enron believes that its expectations reflected in these forward-looking statements are based on reasonable assumptions, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements herein include political developments in foreign countries; the ability of Enron to penetrate new retail natural gas and electricity markets (including energy outsourcing markets) in the United States and Europe; the ability to penetrate the broadband services market; the timing and extent of deregulation of energy markets in the United States and in foreign jurisdictions; other regulatory developments in the United States and in foreign countries, including tax legislation and regulations; the extent of efforts by governments to privatize natural gas and electric utilities and other industries; the timing and extent of changes in commodity prices for crude oil, natural gas, electricity, foreign currency and interest rates; the extent of success in acquiring oil and gas properties and in discovering, developing, producing and marketing reserves; the timing and success of Enron's efforts to develop international power, pipeline and other infrastructure projects; the effectiveness of Enron's risk management activities; the ability of counterparties to financial risk management instruments and other contracts with Enron to meet their financial commitments to Enron; and Enron's ability to access the capital markets and equity markets during the periods covered by the forward-looking statements, which will depend on general market conditions and Enron's ability to maintain or increase the credit ratings for its unsecured senior long-term debt obligations.

PART II. OTHER INFORMATION ENRON CORP. AND SUBSIDIARIES

ITEM 1. Legal Proceedings

See Part I. Item 1, Note 3 to Consolidated Financial Statements entitled "Litigation and Other Contingencies," which is incorporated herein by reference.

ITEM 6. Exhibits and Reports on Form 8-K

EXHIBIT 12

Exhibit 12 Computation of Ratio of Earnings to Fixed Charges

(b) Reports on Form 8-K

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENRON CORP.
(Registrant)

Date: May 12, 2000

By: RICHARD A. CAUSEY
Richard A. Causey
Executive Vice President and Chief
Accounting Officer
(Principal Accounting Officer)

Exhibit 12

ENRON CORP. AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO
FIXED CHARGES
(Dollars in Millions)
(Unaudited)

	Three Months Ended 3/31/00		Year Ended December 31,			
	1999	1998	1997	1996	1995	
Earnings available for fixed charges						
Net income	\$338	\$1,024	\$ 703	\$105	\$ 584	\$ 520
Less:						
Undistributed earnings and losses of less than 50% owned affiliates	(17)	(12)	(44)	(89)	(39)	(14)
Capitalized interest of nonregulated companies	(15)	(61)	(66)	(16)	(10)	(8)
Add:						
Fixed charges(a)	258	948	809	674	454	436
Minority interest	35	135	77	80	75	27
Income tax expense	88	137	204	(65)	297	310
Total	\$687	\$2,171	\$1,683	\$689	\$1,361	\$1,271
Fixed Charges						
Interest expense(a)	\$247	\$ 900	\$ 760	\$624	\$ 404	\$ 386
Rental expense representative of interest factor	11	48	49	50	50	50
Total	\$258	\$948	\$ 809	\$674	\$ 454	\$ 436
Ratio of earnings to fixed charges	2.66	2.29	2.08	1.02	3.00	2.92

(a) Amounts exclude costs incurred on sales of accounts receivables.

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