

Payments to Insiders  
Summary Schedule of all Debtors Combined

EXHIBIT 3b.2

Insider	Payments										Stock Value (13)			
	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)	Total Stock Value
ALLEN, PHILLIP K	\$201,955	\$4,175,000	\$304,805	(\$3,081,055)	\$2,869,717	-	\$152	\$13,868	-	\$4,484,442	\$1,729,541	\$126,027	(\$126,027)	\$1,729,541
BADUM, JAMES P	-	-	-	-	178,980	-	-	3,486	-	182,466	257,817	-	-	257,817
BANNANTINE, JAMES M	477	-	-	(5,104)	-	-	864,523 (h)	56,301	-	916,197	4,046,157	1,757,552	(560,222)	5,243,487
BAXTER, JOHN C (a)	267,102	1,200,000	1,586,055	(1,386,055)	1,295,738	-	2,660,303	11,200	-	5,634,343	6,680,544	3,942,714	-	10,623,258
BAY, FRANKLIN R	239,671	400,000	-	(201,641)	260,455	-	69	129,142	-	827,696	-	145,796	(82,782)	63,014
BAZELIDES, PHILIP J	80,818	-	93,750	-	684,694	-	874	-	-	860,136	1,599,641	-	-	1,599,641
BECK, SALLY W	231,330	700,000	-	-	-	-	566	37,172	-	969,068	-	126,027	-	126,027
BELDEN, TIMOTHY N	213,999	5,249,999	-	(2,334,434)	2,144,013	-	210,698	17,355	-	5,501,630	953,136	157,569	-	1,110,705
BELFER, ROBERT A	-	-	-	(102,500)	-	-	-	3,285	102,500	3,285	-	44,093	(44,093)	-
BERBERIAN, DAVID	216,582	-	-	-	-	-	-	11,892	-	228,474	1,624,396	869,220	-	2,493,616
BERGSIEKER, RICHARD P	187,922	250,000	180,250	(485,813)	-	-	427,316 (h)	59,175	-	618,850	-	659,249	-	659,249
BHATNAGAR, SANJAY	-	-	-	-	-	-	-	137,864	-	137,864	15,456,290	2,604,490	(2,604,490)	15,456,290
BIBI, PHILIPPE A	213,625	1,000,000	369,721	-	-	-	425,688	38,559	-	2,047,593	1,465,734	378,082	-	1,843,816
BLACHMAN, JEREMY M	248,546	850,000	831,809	-	-	-	272	84,208	-	2,014,835	765,313	189,041	-	954,354
BLAKE JR., NORMAN P	-	-	-	(113,784)	-	-	-	1,279	113,784	1,279	-	-	-	-
BOWEN JR, RAYMOND M	278,601	1,350,000	974,293	(833)	-	-	1,621	65,907	-	2,669,589	-	252,055	-	252,055
BROWN, MICHAEL	-	-	-	-	-	-	-	49,288	-	49,288	-	-	-	-
BUCHANAN, HAROLD G	248,017	500,000	304,805	-	-	-	1,215	600	-	1,054,637	825,464	189,041	-	1,014,505
BUTTS, ROBERT H	261,516	750,000	175,000	(75,000)	-	-	150,656	9,410	-	1,271,582	-	417,619	-	417,619
BUY, RICHARD B	330,546	900,000	769,862	(694,862)	649,584	-	400,572	-	-	2,355,702	2,542,813	901,657	-	3,444,470
CALGER, CHRISTOPHER F	240,189	1,250,000	375,304	(262,500)	-	-	486	35,818	-	1,639,297	-	126,027	-	126,027
CARTER, REBECCA C	261,809	300,000	75,000	(159,792)	-	-	540	-	-	477,557	-	307,301	(307,301)	-
CAUSEY, RICHARD A	415,189	1,000,000	350,000	(235,000)	-	-	307,895	30,674	-	1,868,758	-	2,502,063	-	2,502,063
CHAN, RONNIE	-	-	-	(98,784)	-	-	-	-	98,784	-	-	32,460	(32,460)	-
CHRISTODOULOU, DIOMEDES	-	-	-	-	-	-	-	-	-	-	5,127,155	950,730	-	6,077,885
CLINE, KENNETH W	-	-	-	-	-	-	-	-	-	-	-	662,086	(472,568)	189,518
COLWELL, WESLEY	288,542	1,200,000	-	(144,062)	27,610	-	101,740	16,514	-	1,490,344	-	698,242	-	698,242
CORDES, WILLIAM R	-	-	-	-	-	-	-	-	-	-	651,850	386,335	-	1,038,185
COX, DAVID	314,288	800,000	-	(41,250)	-	-	494	27,861	-	1,101,393	117,551	378,082	-	495,633
CUMBERLAND, MICHAEL S	184,899	325,000	275,000	-	-	-	713	22,344	-	807,956	-	207,940	-	207,940
DEFFNER, JOSEPH M	206,121	600,000	335,349	-	-	-	25,553	41,626	-	1,208,649	17,378	141,833	-	159,211
DELAINEY, DAVID W	365,163	3,000,000	1,294,981	-	-	-	1,661	86,174	-	4,747,979	2,291,113	1,323,148	-	3,614,261
DERRICK JR., JAMES V	492,375	800,000	484,000	(1,284,000)	-	-	7,482	51,124	-	550,981	8,831,913	1,787,380	(1,787,380)	8,831,913
DETMERING, TIMOTHY J	210,500	425,000	415,657	(775,241)	875,307	-	1,105	52,255	-	1,204,583	2,027,865	315,068	(315,068)	2,027,865
DIETRICH, JANET R	250,100	600,000	556,416	-	-	-	473	3,475	-	1,410,464	1,550,019	315,068	-	1,865,087
DIMICHELE, RICHARD G	262,788	1,000,000	694,862	-	-	-	374,689 (h)	35,812	-	2,368,151	8,191,755	126,027	-	8,317,782
DODSON, KEITH	221,003	70,000	-	-	-	-	774	28,164	-	319,941	-	-	-	-
DONAHUE JR, JEFFREY M	278,601	800,000	-	(300,000)	-	-	891	96,268	-	875,760	765,920	315,068	-	1,080,988
DUNCAN, JOHN H	-	-	-	(25,000)	-	-	-	-	102,492	77,492	371,750	-	-	371,750
DURAN, WILLIAM D	210,692	750,000	1,105,218	-	-	-	1,568	25,785	-	2,093,263	1,451,869	189,041	-	1,640,910

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	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)	Total Stock Value
ECHOLS, JOHN B	182,245	200,000	2,234,774	-	-	-	53,775	21,530	-	2,692,324	601,438	407,503	-	1,008,941
ELLIOTT, STEVEN	170,941	350,000	-	(400,729)	-	-	12,961 (h)	78,552	-	211,725	4,890,344	1,788,391	-	6,678,735
FALLON, JAMES B	304,588	2,500,000	374,347	-	-	-	401,481	95,924	-	3,676,340	940,257	1,392,142	-	2,332,399
FASTOW, ANDREW S	440,698	1,300,000	1,736,055	(1,386,055)	-	-	277,464	55,921	-	2,424,083	-	1,794,412	-	1,794,412
FITZGERALD, JAY L	199,157	350,000	556,416	-	-	-	285,414 (h)	23,870	-	1,414,857	664,461	956,775	-	1,621,236
FOWLER, PEGGY	-	-	-	-	-	-	-	-	-	-	1,324,578	560,170	-	1,884,748
FOY, JOE	-	-	-	-	181,755	-	-	-	-	181,755	343,434	-	-	343,434
FREVERT, MARK A	1,060,932	2,000,000	1,617,011	(3,367,011)	6,426,990	2,000,000	7,427,621 (h)	86,987	-	17,252,530	10,433,518	4,188,667	-	14,622,185
FUGH, JOHN L	-	-	-	-	50,591	-	-	-	-	50,591	176,378	-	-	176,378
GAHN, ROBERT S	192,008	509,870	-	(1,042)	73,122	-	76,547	50,080	-	900,585	83,237	235,370	-	318,607
GARLAND, C KEVIN	231,946	850,000	375,304	-	-	-	60,814	48,405	-	1,566,469	636,246	259,907	-	896,153
GATHMANN, WILLIAM D	-	-	-	-	-	-	-	-	-	-	1,753,766	264,013	(72,419)	1,945,360
GIBBS, DANA R	-	-	461,912	-	504,610	-	-	-	-	966,522	2,218,275	-	-	2,218,275
GILLIS, JOHN	-	-	-	-	-	-	-	-	-	-	9,803	75,838	-	85,641
GLISAN JR, BEN F	274,975	600,000	71,023	-	-	-	200,308	125,978	-	1,272,284	384,728	393,818	-	778,546
GOLD, JOSEPH	272,880	750,000	304,805	-	-	-	819,288 (h)	-	-	2,146,973	436,515	441,096	-	877,611
GRAMM, WENDY L	-	-	-	-	-	-	-	-	119,292	119,292	-	-	-	-
GRAY, RODNEY	6,615	-	365,625	-	93,585	-	680,833	-	-	1,146,658	-	-	-	-
HAEDICKE, MARK E	374,125	1,150,000	983,346	(934,484)	2,157,527	-	52,382	76,169	-	3,859,065	608,750	524,169	(329,825)	803,094
HANNON, KEVIN P	243,293	1,500,000	1,617,011	(3,117,011)	-	-	11,350	34,039	-	288,682	5,538,001	853,064	-	6,391,065
HAUG, DAVID L	-	-	-	-	-	-	-	475	-	475	-	2,217,299	-	2,217,299
HAYES, ROBERT E	-	-	-	-	7,961	-	-	-	-	7,961	-	151,418	-	151,418
HAYSLETT, RODERICK J	-	-	-	-	-	-	-	-	-	-	-	346,663	-	346,663
HERMANN, ROBERT J	262,663	700,000	150,000	(280,000)	-	-	416,441	48,357	-	1,297,461	187,500	480,632	-	668,132
HICKERSON, GARY J	211,788	1,700,000	69,223	-	-	-	1,936	98,849	-	2,081,796	-	441,096	-	441,096
HIRKO, JOSEPH	-	-	-	-	10,259	-	2,856	77,978	-	91,093	30,766,064	-	-	30,766,064
HORTON, STANLEY C	-	-	-	-	3,131,860	-	-	-	-	3,131,860	5,210,569	2,046,079	-	7,256,648
HUGHES, JAMES A	-	-	-	-	-	-	-	-	-	-	754,966	363,428	-	1,118,394
HUMPHREY, GENE E	130,724	-	-	-	2,964,506	-	-	4,994	-	3,100,224	2,282,768	-	-	2,282,768
IZZO, LAWRENCE L	85,274	-	312,500	-	-	-	1,553,729	28,093	-	1,979,596	2,165,172	3,654,808	-	5,819,980
JACKSON, CHARLENE R	288,558	250,000	-	-	-	-	2,435	10,181	-	551,174	185,063	540,672	-	725,735
JAEDICKE, ROBERT	-	-	-	(25,000)	-	-	-	-	108,750	83,750	431,750	44,093	(44,093)	431,750
KAMINSKI, WINCENTY J	275,101	400,000	323,466	-	-	-	4,669	83,585	-	1,086,821	850,010	126,027	-	976,037
KEAN, STEVEN J	404,338	1,000,000	300,000	-	-	-	1,231	41,953	-	1,747,522	2,022,048	4,131,594	-	6,153,642
KISHKILL, JOSEPH G	174,246	-	-	(51,042)	-	-	465,357 (h)	116,335	-	704,896	-	1,034,346	-	1,034,346
KITCHEN, LOUISE	271,442	3,100,000	-	-	-	-	93,925 (h)	5,774	-	3,471,141	81,042	466,101	-	547,143
KOENIG, MARK E	309,946	700,000	300,000	-	-	-	150,458	127,017	-	1,587,421	671,737	1,248,318	-	1,920,055
KOPPER, MICHAEL J	224,305	800,000	602,671	-	-	-	907,502	118,134	-	2,652,612	-	985,032	-	985,032
LAVORATO, JOHN J	339,288	8,000,000	2,035,380	-	-	-	1,552	49,537	-	10,425,757	4,158,995	1,008,149	-	5,167,144
LAY, KENNETH L	1,072,321	7,000,000	3,600,000	(300,000)	202,911	81,525,000 (b)	10,359,729 (i)	99,832	-	103,559,793	34,348,384	14,761,694	-	49,110,078

Payments to Insiders  
Summary Schedule of all Debtors Combined

EXHIBIT 3b.2

Insider	Payments										Stock Value (13)			
	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)	Total Stock Value
LEFF, DANIEL P	273,746	1,000,000	1,387,399	-	-	-	3,083	-	-	2,664,228	-	360,528	-	360,528
LEMAISTRE, CHARLES	-	-	-	(25,000)	-	-	-	-	112,492	87,492	412,878	-	-	412,878
LEWIS, RICHARD	-	-	-	-	-	-	-	-	-	-	850,477	-	-	850,477
LINDHOLM, TOD A	236,457	200,000	175,000	-	204,075	-	2,630	57,727	-	875,889	2,549,361	514,847	-	3,064,208
LOCKHART, EUGENE E	-	-	-	-	-	-	-	-	-	-	-	-	-	-
LOWRY, CHARLES P	-	-	-	-	-	-	-	-	-	-	372,205	153,686	(153,686)	372,205
MARTIN, AMANDA K	349,487	-	5,145,434	-	85,430	-	2,818,454	8,211	-	8,407,016	2,070,306	-	-	2,070,306
MCCARTY, DANNY J	-	-	-	-	-	-	-	-	-	-	664,375	94,556	-	758,931
MCCLELLAN, GEORGE	263,413	900,000	-	(125,000)	-	-	51,587	228,763	-	1,318,763	506,765	441,096	-	947,861
MCCONNELL, MICHAEL S	365,038	1,100,000	554,422	-	-	-	540	81,364	-	2,101,364	1,623,010	1,478,269	-	3,101,279
MCDONALD, REBECCA	-	-	-	-	-	-	-	-	-	-	757,301	934,065	-	1,691,366
MCMAHON, JEFFREY	370,448	2,600,000	694,862	-	-	-	297,353	137,108	-	4,099,771	1,104,054	558,801	-	1,662,855
MENDELSON, JOHN	-	-	-	(103,750)	-	-	-	148	103,750	148	-	-	-	-
METTS, MARK	365,788	600,000	-	-	-	-	1,740	94,299	-	1,061,827	-	585,062	-	585,062
MEYER, JEROME J	-	-	-	(38,346)	-	-	-	2,151	38,346	2,151	-	-	-	-
MEYER, ROCKFORD G	-	-	-	-	1,848,227	-	-	-	-	1,848,227	493,489	462,384	-	955,873
MORAN, MICHAEL P	-	-	-	-	-	-	-	-	-	-	59,539	161,602	-	221,141
MORDAUNT, KRISTINA M	267,093	325,000	-	-	-	-	1,411	35,018	-	628,522	-	208,510	-	208,510
MULLER, MARK S	251,654	1,100,000	1,725,545	(719,000)	842,924	-	947	-	-	3,202,070	1,056,320	360,528	-	1,416,848
MURRAY, JULIA H	229,284	400,000	125,000	-	-	-	330	57,580	-	812,194	400,478	196,983	-	597,461
NOLES, JAMES L	-	-	-	-	774,401	-	-	-	-	774,401	-	463,261	(94,556)	368,705
OLSON, CINDY K	329,078	750,000	100,000	-	77,716	-	972	63,791	-	1,321,557	1,637,034	969,729	-	2,606,763
OVERDYKE JR, JERE C	94,941	-	135,836	-	-	-	176	18,834	-	249,787	5,266,578	2,041,016	-	7,307,594
<b>PAI, LOU L</b>	<b>261,879</b>	<b>1,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,829,457</b>	<b>32,047</b>	<b>-</b>	<b>3,123,383</b>	<b>15,364,167</b>	<b>8,453,763</b>	<b>-</b>	<b>23,817,930</b>
PEREIRA, PAULO V. FERRAZ	-	-	-	(101,250)	-	-	-	27,942	101,250	27,942	-	-	-	-
PICKERING, MARK R	655,037	300,000	-	-	-	400,000	-	31,653	-	1,386,690	28,798	-	-	28,798
PIPER, GREGORY F	197,091	400,000	-	(33,333)	1,130,036	-	778	43,057	-	1,737,629	880,290	409,554	(409,554)	880,290
PIRO, JIM	-	-	-	-	-	-	-	-	-	-	-	47,304	-	47,304
POWERS, WILLIAM	-	-	-	(17,500)	-	-	-	-	17,500	-	-	-	-	-
PRENTICE, JAMES	-	-	-	-	564,348	-	-	-	-	564,348	886,231	208,809	-	1,095,040
REDMOND, BRIAN L	96,840	-	-	-	-	-	-	14,689	-	111,529	7,509,039	381,285	-	7,890,324
REYNOLDS, LAWRENCE	76,399	100,000	156,250	(200,000)	51,365	-	202,052	8,409	-	394,475	4,160,672	201,483	(140,264)	4,221,891
<b>RICE, KENNETH D</b>	<b>420,636</b>	<b>1,750,000</b>	<b>1,617,011</b>	<b>(3,504,386)</b>	<b>-</b>	<b>-</b>	<b>174,839</b>	<b>46,950</b>	<b>-</b>	<b>505,050</b>	<b>19,794,175</b>	<b>2,748,364</b>	<b>-</b>	<b>22,542,539</b>
RIEKER, PAULA H	249,201	700,000	-	(100,000)	214,678	-	1,950	33,271	-	1,099,100	1,635,238	283,649	-	1,918,887
SAVAGE, FRANK	-	-	-	(121,284)	-	-	-	-	125,034	3,750	-	-	-	-
SCRIMSHAW, MATTHEW	-	-	-	-	-	-	-	-	-	-	759,557	-	-	759,557
SHANKMAN, JEFFREY A	304,110	2,000,000	554,422	-	-	-	1,191	178,979	-	3,038,702	1,441,898	630,137	-	2,072,035
SHAPIRO, RICHARD S	269,076	650,000	-	-	-	-	705	137,767	-	1,057,548	607,837	379,164	-	987,001
SHARP, VICTORIA T	248,146	600,000	422,158	-	187,469	-	2,401	116,337	-	1,576,511	281,073	213,063	-	494,136
SHELBY, REX	211,844	200,000	-	(4,167)	-	-	1,573,324 (c)	22,884	-	2,003,885	1,624,396	869,220	-	2,493,616

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SHERRICK, JEFFREY B	-	-	-	-	-	-	-	-	-	-	1,426,469	405,999	-	1,832,468
SHERRIFF, JOHN R	428,780	1,500,000	554,422	-	-	-	1,852,186 (d)	-	-	4,335,388	1,835,558	1,293,424	-	3,128,982
SKILLING, JEFFREY K	1,111,258	5,600,000	1,920,000	-	-	-	22,122	29,336	-	8,682,716	19,250,000	6,843,672	-	26,093,672
STABLER, FRANK	239,502	500,000	-	-	-	-	356,071	16,514	-	1,112,087	-	511,734	-	511,734
SULLIVAN-SHAKLOVITZ, COLLEEN	162,779	100,000	554,422	-	181,993	-	162	-	-	999,356	1,362,375	-	-	1,362,375
SUNDE, MARTIN	257,486	700,000	476,451	-	-	-	111,122	-	-	1,545,059	-	698,920	-	698,920
TAYLOR, MITCHELL S	265,214	600,000	-	-	227,449	-	-	-	-	1,092,663	3,181,250	563,798	-	3,745,048
THORN, TERENCE H	222,093	-	200,000	-	16,586	-	426,629	46,145	-	911,453	4,452,476	365,320	-	4,817,796
TILNEY, ELIZABETH A	247,338	300,000	275,000	(575,000)	-	-	152,055 (e)	-	-	399,393	591,250	576,792	-	1,168,042
UMANOFF, ADAM S	288,589	788,750	-	-	-	-	-	53,122	-	1,130,461	-	-	-	-
URQUHART, JOHN A	-	-	-	(36,666)	-	-	-	228,656 (f)	36,666	228,656	-	-	-	-
WAKEHAM, JOHN	-	-	-	-	-	-	-	103,773 (g)	109,298	213,071	-	-	-	-
WALLS JR, ROBERT H	357,091	850,000	540,751	-	-	-	2	50,936	-	1,798,780	4,346,544	1,552,453	-	5,898,997
WALTERS, GARETH W	-	-	-	-	53,625	-	-	33,785	-	87,410	1,030,329	-	-	1,030,329
WASAFF, GEORGE	259,996	325,000	200,000	(583,325)	831,299	-	1,425	-	-	1,034,395	1,668,260	388,167	-	2,056,427
WESTFAHL, RICHARD K	63,744	-	256,191	(10,800)	-	-	401,130	51,870	-	762,135	-	384,930	-	384,930
WHALEY, DAVID A	-	-	-	-	-	-	-	-	-	-	98,718	-	-	98,718
WHALLEY, LAWRENCE G	510,364	3,000,000	808,346	-	-	-	301,026	57,838	-	4,677,574	3,282,960	2,796,177	-	6,079,137
WHITE JR, THOMAS E	317,543	450,000	-	-	-	-	1,085,463	81,353	-	1,934,359	1,297,049	13,847,074	-	15,144,123
WINOKUR JR., HERBERT S	-	-	-	(25,000)	-	-	-	1,413	108,579	84,992	-	-	-	-
WODRASKA, JOHN	-	-	-	-	-	-	189,583	-	-	189,583	-	-	-	-
WROBEL, BRUCE	-	-	-	-	-	-	-	-	-	-	139,130	-	-	139,130
YEAGER, F SCOTT	158,403	-	-	-	-	-	147,950	53,947	-	360,300	8,308,552	3,576,206	-	11,884,758
YEAP, SOON	-	-	-	-	-	-	-	55,097	-	55,097	192,758	-	-	192,758
THE TRAVEL AGENCY IN THE PARK	-	-	-	-	-	-	362,096 (i)	-	-	362,096	-	-	-	-
<b>Total</b>	<b>\$26,704,229</b>	<b>\$97,343,619</b>	<b>\$48,521,928</b>	<b>-\$27,992,891</b>	<b>\$32,083,396</b>	<b>\$83,925,000</b>	<b>\$42,667,589</b>	<b>\$5,235,198</b>	<b>\$1,398,517</b>	<b>\$309,886,585</b>	<b>\$311,764,000</b>	<b>\$130,322,299</b>	<b>(\$7,576,788)</b>	<b>\$434,509,511</b>

Payments to Insiders  
Summary Schedule of all Debtors Combined

EXHIBIT 3b.2

Insider	Payments									Stock Value (13)			
	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)

**Note:** This summary schedule includes payments to either Debtor or non-debtor employees and non-employee directors made on behalf of a Debtor company.

**Definitions of Category Groupings:**

- (1) Reflects items such as base salary, executive cash allowances, and benefits payments.
- (2) Reflects annual cash incentives paid based upon company performance. Also may include other retention payments.
- (3) Reflects long-term incentive cash payments from various long-term incentive programs designed to tie executive compensation to long-term success as measured against key performance drivers and business objectives over a multi-year period, generally 3 to 5 years.
- (4) Reflects voluntary executive deferrals of salary, annual cash incentives, and long-term cash incentives as well as cash fees deferred by non-employee directors under a deferred compensation arrangement. May also reflect deferrals under a stock option or phantom stock unit in lieu of cash arrangement.
- (5) Reflects distributions from a deferred compensation arrangement due to termination of employment or due to in-service withdrawals as per plan provisions.
- (6) Reflects total amount of loan advances, excluding repayments, provided by the Debtor in return for a promise of repayment. In certain instances, the terms of the promissory notes allow for the option to repay with stock of the company.
- (7) Reflects items such as payments for severance, consulting services, relocation costs, tax advances and allowances for employees on international assignment (i.e. housing allowances, cost of living allowances, payments under Enron's Tax Equalization Program, etc.). May also include payments provided with respect to employment agreements, as well as imputed income amounts for such things as use of corporate aircraft.
- (8) Reflects reimbursements of business expenses. May include fees paid for consulting services.
- (9) Reflects cash payments and/or value of stock grants made in lieu of cash payments to non-employee directors.
- (10) Reflects amounts from exercised stock options which equal the market value in excess of the exercise price on the date the options were exercised either through cashless (same-day sale), stock swap or cash exercises. The reflected gain may differ from that realized by the insider due to fluctuations in the market price and the timing of any subsequent sale of the securities.
- (11) Reflects the gross fair market value of shares and accrued dividends (and/or phantom units and dividend equivalents) on the date of release due to lapse of vesting periods, regardless of whether deferred.
- (12) Reflects value of restricted stock voluntarily deferred prior to release under a deferred compensation arrangement.
- (13) In 1998, 1999 and 2000, Debtor and non-debtor affiliates were charged for options granted. The Black-Scholes method was used to determine the amount to be charged. Any amounts charged to Debtor and non-debtor affiliates associated with the options exercised related to these three years have not been subtracted from the share value amounts shown.

**Footnotes:**

- (a) In addition to the amounts scheduled, Enron Corp. made a contribution in the amount of \$300,000 to a charitable, non-profit foundation, the Baxter-Whalen Family Foundation, on May 3, 2001.
- (b) Mr. Lay's outstanding loan balance as of 12/1/2001, was \$7,500,000. Loan repayments during the period were made with stock.
- (c) Payments to Mr. Shelby include a scheduled payment required under a 1998 company acquisition agreement involving a cash-for-stock transaction entered into prior to the employee's employment with Enron.
- (d) Payments to Mr. Sherriff include international assignment related payments imputed for both calendar years 2000 and 2001 within the 12 month period.
- (e) Payments to Ms. Tilney include a payment in the amount of \$150,000 she received with the execution of an employment agreement in 2001. As per contract provisions, Ms. Tilney repaid the entire amount at the time of her termination in 2002.
- (f) Payments to Mr. Urquhart include consulting fees related to a consulting agreement.
- (g) Payments to Lord Wakeham include consulting fees related to a consulting agreement.
- (h) Payments include international assignment related amounts.
- (i) Payments to Mr. Lay include \$10,000,000 for the purchase of two annuity contracts.
- (j) Payments were made by Enron employees on account of business-related travel to The Travel Agency in the Park (later Alliance Worldwide), which was co-owned by the sister of Enron's former Chairman. Payments made by the Debtor to reimburse employees for these expenses have not been included.

Payments to Insiders

EXHIBIT 3b.3

Insider	Payments										Stock Value (13)				
	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)	Total Stock Value	
ALLEN, PHILLIP K	-	-	-	-	\$2,869,717	-	-	-	-	\$2,869,717	\$1,729,541	\$126,027	(\$126,027)	\$1,729,541	
BADUM, JAMES P	-	-	-	-	178,980	-	-	3,486	-	182,466	257,817	-	-	257,817	
BANNANTINE, JAMES M	-	-	-	-	-	-	-	56,301	-	56,301	4,046,157	1,757,552	(560,222)	5,243,487	
BAXTER, JOHN C	(a)	267,102	1,200,000	1,586,055	(1,386,055)	1,295,738	-	2,660,303	8,895	-	5,632,038	6,680,544	3,942,714	-	10,623,258
BAY, FRANKLIN R	-	-	-	-	260,455	-	-	-	-	260,455	-	145,796	(82,782)	63,014	
BAZELIDES, PHILIP J	80,818	-	93,750	-	684,694	-	874	-	-	860,136	1,599,641	-	-	1,599,641	
BECK, SALLY W	-	-	-	-	-	-	-	399	-	399	-	126,027	-	126,027	
BELDEN, TIMOTHY N	-	-	-	-	2,144,013	-	-	-	-	2,144,013	953,136	157,569	-	1,110,705	
BELFER, ROBERT A	-	-	-	(102,500)	-	-	-	3,285	102,500	3,285	-	44,093	(44,093)	-	
BERBERIAN, DAVID	-	-	-	-	-	-	-	-	-	-	1,624,396	869,220	-	2,493,616	
BERGSIEKER, RICHARD P	-	-	-	-	-	-	-	-	-	-	-	659,249	-	659,249	
BHATNAGAR, SANJAY	-	-	-	-	-	-	-	137,864	-	137,864	15,456,290	2,604,490	(2,604,490)	15,456,290	
BIBI, PHILIPPE A	-	-	-	-	-	-	-	-	-	-	1,465,734	378,082	-	1,843,816	
BLACHMAN, JEREMY M	-	-	-	-	-	-	-	-	-	-	765,313	189,041	-	954,354	
BLAKE JR., NORMAN P	-	-	-	(113,784)	-	-	-	1,279	113,784	1,279	-	-	-	-	
BOWEN JR, RAYMOND M	-	-	-	-	-	-	-	-	-	-	-	252,055	-	252,055	
BUCHANAN, HAROLD G	-	-	-	-	-	-	-	-	-	-	825,464	189,041	-	1,014,505	
BUTTS, ROBERT H	261,516	750,000	175,000	(75,000)	-	-	150,656	9,410	-	1,271,582	-	417,619	-	417,619	
BUY, RICHARD B	330,546	900,000	769,862	(694,862)	649,584	-	400,572	-	-	2,355,702	2,542,813	901,657	-	3,444,470	
CALGER, CHRISTOPHER F	-	-	-	-	-	-	-	-	-	-	-	126,027	-	126,027	
CARTER, REBECCA C	261,809	300,000	75,000	(159,792)	-	-	540	-	-	477,557	-	307,301	(307,301)	-	
CAUSEY, RICHARD A	415,189	1,000,000	350,000	(235,000)	-	-	307,895	30,674	-	1,868,758	-	2,502,063	-	2,502,063	
CHAN, RONNIE	-	-	-	(98,784)	-	-	-	-	98,784	-	-	32,460	(32,460)	-	
CHRISTODOULOU, DIOMEDES	-	-	-	-	-	-	-	-	-	-	5,127,155	950,730	-	6,077,885	
CLINE, KENNETH W	-	-	-	-	-	-	-	-	-	-	-	662,086	(472,568)	189,518	
COLWELL, WESLEY	-	-	-	-	27,610	-	-	-	-	27,610	-	698,242	-	698,242	
CORDES, WILLIAM R	-	-	-	-	-	-	-	-	-	-	651,850	386,335	-	1,038,185	
COX, DAVID	-	-	-	-	-	-	-	-	-	-	117,551	378,082	-	495,633	
CUMBERLAND, MICHAEL S	-	-	-	-	-	-	-	-	-	-	-	207,940	-	207,940	
DEFFNER, JOSEPH M	-	-	-	-	-	-	-	-	-	-	17,378	141,833	-	159,211	
DELAINEY, DAVID W	-	-	-	-	-	-	-	-	-	-	2,291,113	1,323,148	-	3,614,261	
DERRICK JR., JAMES V	492,375	800,000	484,000	(1,284,000)	-	-	7,482	51,124	-	550,981	8,831,913	1,787,380	(1,787,380)	8,831,913	
DETMERING, TIMOTHY J	114,454	125,000	-	(29,167)	875,307	-	609	39,652	-	1,125,855	2,027,865	315,068	(315,068)	2,027,865	
DIETRICH, JANET R	-	-	-	-	-	-	-	-	-	-	1,550,019	315,068	-	1,865,087	
DIMICHELE, RICHARD G	-	-	-	-	-	-	-	-	-	-	8,191,755	126,027	-	8,317,782	
DONAHUE JR, JEFFREY M	104,339	200,000	-	-	-	-	334	42,609	-	347,282	765,920	315,068	-	1,080,988	
DUNCAN, JOHN H	-	-	-	(25,000)	-	-	-	-	102,492	77,492	371,750	-	-	371,750	
DURAN, WILLIAM D	-	-	-	-	-	-	-	-	-	-	1,451,869	189,041	-	1,640,910	
ECHOLS, JOHN B	-	-	-	-	-	-	-	-	-	-	601,438	407,503	-	1,008,941	
ELLIOTT, STEVEN	-	-	-	-	-	-	-	74,000	-	74,000	4,890,344	1,788,391	-	6,678,735	
FALLON, JAMES B	-	-	-	-	-	-	-	8,537	-	8,537	940,257	1,392,142	-	2,332,399	

Payments to Insiders

EXHIBIT 3b.3

Insider	Payments										Stock Value (13)			
	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)	Total Stock Value
FASTOW, ANDREW S	440,698	1,300,000	1,736,055	(1,386,055)	-	-	277,464	55,921	-	2,424,083	-	1,794,412	-	1,794,412
FITZGERALD, JAY L	-	-	-	-	-	-	-	-	-	-	664,461	956,775	-	1,621,236
FOWLER, PEGGY	-	-	-	-	-	-	-	-	-	-	1,324,578	560,170	-	1,884,748
FOY, JOE	-	-	-	-	181,755	-	-	-	-	181,755	343,434	-	-	343,434
FREVERT, MARK A	336,122	-	-	-	6,426,990	2,000,000	2,682,394 (c)	64,386	-	11,509,892	10,433,518	4,188,667	-	14,622,185
FUGH, JOHN L	-	-	-	-	50,591	-	-	-	-	50,591	176,378	-	-	176,378
GAHN, ROBERT S	-	-	-	-	73,122	-	-	50,080	-	123,202	83,237	235,370	-	318,607
GARLAND, C KEVIN	88,889	-	-	-	-	-	60,305	12,265	-	161,459	636,246	259,907	-	896,153
GATHMANN, WILLIAM D	-	-	-	-	-	-	-	-	-	-	1,753,766	264,013	(72,419)	1,945,360
GIBBS, DANA R	-	-	461,912	-	504,610	-	-	-	-	966,522	2,218,275	-	-	2,218,275
GILLIS, JOHN	-	-	-	-	-	-	-	-	-	-	9,803	75,838	-	85,641
GLISAN JR, BEN F	274,975	600,000	71,023	-	-	-	200,308	125,978	-	1,272,284	384,728	393,818	-	778,546
GOLD, JOSEPH	-	-	-	-	-	-	-	-	-	-	436,515	441,096	-	877,611
GRAMM, WENDY L	-	-	-	-	-	-	-	-	119,292	119,292	-	-	-	-
GRAY, RODNEY	6,615	-	365,625	-	93,585	-	680,833	-	-	1,146,658	-	-	-	-
HAEDICKE, MARK E	-	-	-	-	2,157,527	-	-	-	-	2,157,527	608,750	524,169	(329,825)	803,094
HANNON, KEVIN P	-	-	-	-	-	-	-	-	-	-	5,538,001	853,064	-	6,391,065
HAUG, DAVID L	-	-	-	-	-	-	-	475	-	475	-	2,217,299	-	2,217,299
HAYES, ROBERT E	-	-	-	-	7,961	-	-	-	-	7,961	-	151,418	-	151,418
HAYSLETT, RODERICK J	-	-	-	-	-	-	-	-	-	-	-	346,663	-	346,663
HERMANN, ROBERT J	262,663	700,000	150,000	(280,000)	-	-	416,441	48,357	-	1,297,461	187,500	480,632	-	668,132
HICKERSON, GARY J	-	-	-	-	-	-	-	-	-	-	-	441,096	-	441,096
HIRKO, JOSEPH	-	-	-	-	10,259	-	-	-	-	10,259	30,766,064	-	-	30,766,064
HORTON, STANLEY C	-	-	-	-	3,131,860	-	-	-	-	3,131,860	5,210,569	2,046,079	-	7,256,648
HUGHES, JAMES A	-	-	-	-	-	-	-	-	-	-	754,966	363,428	-	1,118,394
HUMPHREY, GENE E	130,724	-	-	-	2,964,506	-	-	4,994	-	3,100,224	2,282,768	-	-	2,282,768
IZZO, LAWRENCE L	-	-	-	-	-	-	-	-	-	-	2,165,172	3,654,808	-	5,819,980
JACKSON, CHARLENE R	96,586	250,000	-	-	-	-	784	10,181	-	357,551	185,063	540,672	-	725,735
JAEDICKE, ROBERT	-	-	-	(25,000)	-	-	-	-	108,750	83,750	431,750	44,093	(44,093)	431,750
KAMINSKI, WINCENTY J	-	-	-	-	-	-	-	30	-	30	850,010	126,027	-	976,037
KEAN, STEVEN J	404,338	1,000,000	300,000	-	-	-	1,231	41,953	-	1,747,522	2,022,048	4,131,594	-	6,153,642
KISHKILL, JOSEPH G	-	-	-	-	-	-	-	116,293	-	116,293	-	1,034,346	-	1,034,346
KITCHEN, LOUISE	-	-	-	-	-	-	-	-	-	-	81,042	466,101	-	547,143
KOENIG, MARK E	309,946	700,000	300,000	-	-	-	150,458	127,017	-	1,587,421	671,737	1,248,318	-	1,920,055
KOPPER, MICHAEL J	224,305	800,000	602,671	-	-	-	907,502	118,134	-	2,652,612	-	985,032	-	985,032
LAVORATO, JOHN J	-	-	-	-	-	-	-	-	-	-	4,158,995	1,008,149	-	5,167,144
LAY, KENNETH L	1,072,320	7,000,000	3,600,000	(300,000)	202,911	81,525,000 (b)	10,359,729 (d)	99,832	-	103,559,792	34,348,384	14,761,694	-	49,110,078
LEFF, DANIEL P	-	-	-	-	-	-	-	-	-	-	-	360,528	-	360,528
LEMAISTRE, CHARLES	-	-	-	(25,000)	-	-	-	-	112,492	87,492	412,878	-	-	412,878
LEWIS, RICHARD	-	-	-	-	-	-	-	-	-	-	850,477	-	-	850,477
LINDHOLM, TOD A	236,457	200,000	175,000	-	204,075	-	2,630	57,727	-	875,889	2,549,361	514,847	-	3,064,208

Payments to Insiders

EXHIBIT 3b.3

Insider	Payments										Stock Value (13)			
	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)	Total Stock Value
LOWRY, CHARLES P	-	-	-	-	-	-	-	-	-	-	372,205	153,686	(153,686)	372,205
MARTIN, AMANDA K	349,487	-	5,145,434	-	85,430	-	2,818,454	8,211	-	8,407,016	2,070,306	-	-	2,070,306
MCCARTY, DANNY J	-	-	-	-	-	-	-	-	-	-	664,375	94,556	-	758,931
MCCLELLAN, GEORGE	-	-	-	-	-	-	-	-	-	-	506,765	441,096	-	947,861
MCCONNELL, MICHAEL S	-	-	-	-	-	-	-	-	-	-	1,623,010	1,478,269	-	3,101,279
MCDONALD, REBECCA	-	-	-	-	-	-	-	-	-	-	757,301	934,065	-	1,691,366
MCMAHON, JEFFREY	42,809	1,500,000	-	-	-	-	300,095	1,748	-	1,844,652	1,104,054	558,801	-	1,662,855
MENDELSON, JOHN	-	-	-	(103,750)	-	-	-	148	103,750	148	-	-	-	-
METTS, MARK	365,788	600,000	-	-	-	-	1,740	94,299	-	1,061,827	-	585,062	-	585,062
MEYER, JEROME J	-	-	-	(38,346)	-	-	-	2,151	38,346	2,151	-	-	-	-
MEYER, ROCKFORD G	-	-	-	-	1,848,227	-	-	-	-	1,848,227	493,489	462,384	-	955,873
MORAN, MICHAEL P	-	-	-	-	-	-	-	-	-	-	59,539	161,602	-	221,141
MORDAUNT, KRISTINA M	78,197	-	-	-	-	-	46	7,481	-	85,724	-	208,510	-	208,510
MULLER, MARK S	-	-	-	-	842,924	-	-	-	-	842,924	1,056,320	360,528	-	1,416,848
MURRAY, JULIA H	-	-	-	-	-	-	-	43,791	-	43,791	400,478	196,983	-	597,461
NOLES, JAMES L	-	-	-	-	774,401	-	-	-	-	774,401	-	463,261	(94,556)	368,705
OLSON, CINDY K	329,078	750,000	100,000	-	77,716	-	972	63,791	-	1,321,557	1,637,034	969,729	-	2,606,763
OVERDYKE JR, JERE C	-	-	-	-	-	-	-	-	-	-	5,266,578	2,041,016	-	7,307,594
<b>PAI, LOU L</b>	<b>157,557</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,690,224</b>	<b>32,047</b>	<b>-</b>	<b>1,879,828</b>	<b>15,364,167</b>	<b>8,453,763</b>	<b>-</b>	<b>23,817,930</b>
PEREIRA, PAULO V. FERRAZ	-	-	-	(101,250)	-	-	-	27,942	101,250	27,942	-	-	-	-
PICKERING, MARK R	-	-	-	-	-	-	-	-	-	-	28,798	-	-	28,798
PIPER, GREGORY F	-	-	-	-	1,130,036	-	-	-	-	1,130,036	880,290	409,554	(409,554)	880,290
PIRO, JIM	-	-	-	-	-	-	-	-	-	-	-	47,304	-	47,304
POWERS, WILLIAM	-	-	-	(17,500)	-	-	-	-	17,500	-	-	-	-	-
PRENTICE, JAMES	-	-	-	-	564,348	-	-	-	-	564,348	886,231	208,809	-	1,095,040
REDMOND, BRIAN L	-	-	-	-	-	-	-	-	-	-	7,509,039	381,285	-	7,890,324
REYNOLDS, LAWRENCE	-	-	-	-	51,365	-	-	-	-	51,365	4,160,672	201,483	(140,264)	4,221,891
<b>RICE, KENNETH D</b>	<b>111,106</b>	<b>-</b>	<b>-</b>	<b>(36,750)</b>	<b>-</b>	<b>-</b>	<b>105,288</b>	<b>6,959</b>	<b>-</b>	<b>186,603</b>	<b>19,794,175</b>	<b>2,748,364</b>	<b>-</b>	<b>22,542,539</b>
RIEKER, PAULA H	249,201	700,000	-	(100,000)	214,678	-	1,950	33,271	-	1,099,100	1,635,238	283,649	-	1,918,887
SAVAGE, FRANK	-	-	-	(121,284)	-	-	-	-	125,034	3,750	-	-	-	-
SCRIMSHAW, MATTHEW	-	-	-	-	-	-	-	-	-	-	759,557	-	-	759,557
SHANKMAN, JEFFREY A	-	-	-	-	-	-	-	-	-	-	1,441,898	630,137	-	2,072,035
SHAPIRO, RICHARD S	269,076	650,000	-	-	-	-	705	137,767	-	1,057,548	607,837	379,164	-	987,001
SHARP, VICTORIA T	-	-	-	-	187,469	-	-	116,337	-	303,806	281,073	213,063	-	494,136
SHELBY, REX	-	-	-	-	-	-	-	-	-	-	1,624,396	869,220	-	2,493,616
SHERRICK, JEFFREY B	-	-	-	-	-	-	-	-	-	-	1,426,469	405,999	-	1,832,468
SHERRIFF, JOHN R	-	-	-	-	-	-	-	-	-	-	1,835,558	1,293,424	-	3,128,982
<b>SKILLING, JEFFREY K</b>	<b>1,111,258</b>	<b>5,600,000</b>	<b>1,920,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>22,122</b>	<b>29,336</b>	<b>-</b>	<b>8,682,716</b>	<b>19,250,000</b>	<b>6,843,672</b>	<b>-</b>	<b>26,093,672</b>
STABLER, FRANK	239,502	500,000	-	-	-	-	356,071	16,514	-	1,112,087	-	511,734	-	511,734
SULLIVAN-SHAKLOVITZ, COLLEEN	-	-	-	-	181,993	-	-	-	-	181,993	1,362,375	-	-	1,362,375
SUNDE, MARTIN	-	-	-	-	-	-	-	-	-	-	-	698,920	-	698,920



Payments to Insiders

EXHIBIT 3b.3

Insider	Payments										Stock Value (13)			
	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)	Total Stock Value
TAYLOR, MITCHELL S	265,214	600,000	-	-	227,449	-	-	-	-	1,092,663	3,181,250	563,798	-	3,745,048
THORN, TERENCE H	35,402	-	200,000	-	16,586	-	3,127	11,248	-	266,363	4,452,476	365,320	-	4,817,796
TILNEY, ELIZABETH A	-	-	-	-	-	-	-	-	-	-	591,250	576,792	-	1,168,042
URQUHART, JOHN A	-	-	-	(36,666)	-	-	-	228,656	36,666	228,656	-	-	-	-
WAKEHAM, JOHN	-	-	-	-	-	-	-	103,773	109,298	213,071	-	-	-	-
WALLS JR, ROBERT H	357,091	850,000	540,751	-	-	-	2	50,936	-	1,798,780	4,346,544	1,552,453	-	5,898,997
WALTERS, GARETH W	-	-	-	-	53,625	-	-	33,785	-	87,410	1,030,329	-	-	1,030,329
WASAFF, GEORGE	259,996	325,000	200,000	(583,325)	831,299	-	1,425	-	-	1,034,395	1,668,260	388,167	-	2,056,427
WESTFAHL, RICHARD K	-	-	-	-	-	-	-	-	-	-	-	384,930	-	384,930
WHALEY, DAVID A	-	-	-	-	-	-	-	-	-	-	98,718	-	-	98,718
WHALLEY, LAWRENCE G	95,911	-	-	-	-	-	128	7,131	-	103,170	3,282,960	2,796,177	-	6,079,137
WHITE JR, THOMAS E	-	-	-	-	-	-	-	-	-	-	1,297,049	13,847,074	-	15,144,123
WINOKUR JR., HERBERT S	-	-	-	(25,000)	-	-	-	1,413	108,579	84,992	-	-	-	-
WODRASKA, JOHN	-	-	-	-	-	-	189,583	-	-	189,583	-	-	-	-
WROBEL, BRUCE	-	-	-	-	-	-	-	-	-	-	139,130	-	-	139,130
YEAGER, F SCOTT	-	-	-	-	-	-	-	-	-	-	8,308,552	3,576,206	-	11,884,758
YEAP, SOON	-	-	-	-	-	-	-	55,097	-	55,097	192,758	-	-	192,758
THE TRAVEL AGENCY IN THE PARK	-	-	-	-	-	-	350,100 (e)	-	-	350,100	-	-	-	-
<b>Total</b>	<b>\$10,529,459</b>	<b>\$29,900,000</b>	<b>\$19,402,138</b>	<b>(\$7,383,870)</b>	<b>\$32,083,396</b>	<b>\$83,525,000</b>	<b>\$25,111,376</b>	<b>\$2,514,970</b>	<b>\$1,398,517</b>	<b>\$197,080,986</b>	<b>\$311,764,000</b>	<b>\$130,322,299</b>	<b>(\$7,576,788)</b>	<b>\$434,509,511</b>

Payments to Insiders

EXHIBIT 3b.3

Insider	Payments									Stock Value (13)			
	Salary (1)	Bonus (2)	Long Term Incentive (3)	Deferred Income (4)	Deferral Payments (5)	Loan Advances (6)	Other (7)	Expenses (8)	Director Fees (9)	Total Payments	Exercised Stock Options (10)	Restricted Stock (11)	Restricted Stock Deferred (12)

**Note:** This schedule includes payments to either Debtor or non-debtor employees and non-employee directors made on behalf of a Debtor company.

**Definitions of Category Groupings:**

- (1) Reflects items such as base salary, executive cash allowances, and benefits payments.
- (2) Reflects annual cash incentives paid based upon company performance. Also may include other retention payments.
- (3) Reflects long-term incentive cash payments from various long-term incentive programs designed to tie executive compensation to long-term success as measured against key performance drivers and business objectives over a multi-year period, generally 3 to 5 years.
- (4) Reflects voluntary executive deferrals of salary, annual cash incentives, and long-term cash incentives as well as cash fees deferred by non-employee directors under a deferred compensation arrangement. May also reflect deferrals under a stock option or phantom stock unit in lieu of cash arrangement.
- (5) Reflects distributions from a deferred compensation arrangement due to termination of employment or due to in-service withdrawals as per plan provisions.
- (6) Reflects total amount of loan advances, excluding repayments, provided by the Debtor in return for a promise of repayment. In certain instances, the terms of the promissory notes allow for the option to repay with stock of the company.
- (7) Reflects items such as payments for severance, consulting services, relocation costs, tax advances and allowances for employees on international assignment (i.e. housing allowances, cost of living allowances, payments under Enron's Tax Equalization Program, etc.). May also include payments provided with respect to employment agreements, as well as imputed income amounts for such things as use of corporate aircraft.
- (8) Reflects reimbursements of business expenses. May include fees paid for consulting services.
- (9) Reflects cash payments and/or value of stock grants made in lieu of cash payments to non-employee directors.
- (10) Reflects amounts from exercised stock options which equal the market value in excess of the exercise price on the date the options were exercised either through cashless (same-day sale), stock swap or cash exercises. The reflected gain may differ from that realized by the insider due to fluctuations in the market price and the timing of any subsequent sale of the securities.
- (11) Reflects the gross fair market value of shares and accrued dividends (and/or phantom units and dividend equivalents) on the date of release due to lapse of vesting periods, regardless of whether deferred.
- (12) Reflects value of restricted stock voluntarily deferred prior to release under a deferred compensation arrangement.
- (13) In 1998, 1999 and 2000, Debtor and non-debtor affiliates were charged for options granted. The Black-Scholes method was used to determine the amount to be charged. Any amounts charged to Debtor and non-debtor affiliates associated with the options exercised related to these three years have not been subtracted from the share value amounts shown.

**Footnotes:**

- (a) In addition to the amounts scheduled, Enron Corp. made a contribution in the amount of \$300,000 to a charitable, non-profit foundation, the Baxter-Whalen Family Foundation, on May 3, 2001.
- (b) Mr. Lay's outstanding loan balance as of 12/1/2001, was \$7,500,000. Loan repayments during the period were made with stock.
- (c) Payments include international assignment related amounts.
- (d) Payments to Mr. Lay include \$10,000,000 for the purchase of two annuity contracts.
- (e) Payments were made by Enron employees on account of business-related travel to The Travel Agency in the Park (later Alliance Worldwide), which was co-owned by the sister of Enron's former Chairman. Payments made by the Debtor to reimburse employees for these expenses have not been included.