

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 |

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 |
| 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 |
| PAI, LOU L | 261,879 | 1,000,000 | - | - | - | - | 1,829,457 | 32,047 | - | 3,123,383 | 15,364,167 | 8,453,763 | - | 23,817,930 |
| 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 |
| RICE, KENNETH D | 420,636 | 1,750,000 | 1,617,011 | (3,504,386) | - | - | 174,839 | 46,950 | - | 505,050 | 19,794,175 | 2,748,364 | - | 22,542,539 |
| 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 |

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 |
| 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 | - | - | - | - |
| Total | \$26,704,229 | \$97,343,619 | \$48,521,928 | -\$27,992,891 | \$32,083,396 | \$83,925,000 | \$42,667,589 | \$5,235,198 | \$1,398,517 | \$309,886,585 | \$311,764,000 | \$130,322,299 | (\$7,576,788) | \$434,509,511 |

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 |
| PAL, LOU L | 157,557 | - | - | - | - | - | 1,690,224 | 32,047 | - | 1,879,828 | 15,364,167 | 8,453,763 | - | 23,817,930 |
| 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 |
| RICE, KENNETH D | 111,106 | - | - | (36,750) | - | - | 105,288 | 6,959 | - | 186,603 | 19,794,175 | 2,748,364 | - | 22,542,539 |
| 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 |
| 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 | - | - | - | - | 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 | - | - | - | - |
| Total | \$10,529,459 | \$29,900,000 | \$19,402,138 | (\$7,383,870) | \$32,083,396 | \$83,525,000 | \$25,111,376 | \$2,514,970 | \$1,398,517 | \$197,080,986 | \$311,764,000 | \$130,322,299 | (\$7,576,788) | \$434,509,511 |

Payments to Insiders

EXHIBIT 3b.3

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