

Hearing Date: February 19, 2004
at 2:00 p.m.
Objection Deadline: February 12, 2003
at 4:00 p.m.

ARNOLD & PORTER
Michael J. Canning (MC 8060)
399 Park Avenue
New York, NY 10022-4690

-and-

777 South Figueroa Street
Forty-Fourth Floor
Los Angeles, CA 90017-5844
Counsel for Enron Wind Corp., *et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr/>		X
	:	
In re	:	Chapter 11
	:	
ENRON CORP., <i>et al.</i> ,	:	Case No. 01-16034 (AJG)
	:	
Debtors:	:	Jointly Administered
<hr/>		X

**SUMMARY SHEET PURSUANT TO THE UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

FIRST AND FINAL APPLICATION

NAME OF APPLICANT:	Arnold & Porter
ROLE OF APPLICANT:	Counsel for Certain Debtors
TIME PERIOD:	February 20, 2002 through November 30, 2002
CURRENT APPLICATION:	Fee Incurred (Adjusted): \$290,428.20 Expenses Incurred: \$ 14,889.70 Total: \$305,317.90
PREVIOUS APPLICATIONS:	None

ARNOLD & PORTER
Michael J. Canning (MC 8060)
399 Park Avenue
New York, NY 10022-4690

-and-

777 South Figueroa Street
Forty-Fourth Floor
Los Angeles, CA 90017-5844
Counsel for Enron Wind Corp., *et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr/>		X
	:	
In re	:	Chapter 11
	:	
ENRON CORP., et al.,	:	Case No. 01-16034 (AJG)
	:	
Debtors:	:	Jointly Administered
<hr/>		X

**FIRST AND FINAL APPLICATION FOR ALLOWANCE OF COMPENSATION
OF ARNOLD & PORTER FOR THE PERIOD
FEBRUARY 20, 2002 THROUGH NOVEMBER 30, 2002**

**TO THE HONORABLE ARTHUR J. GONZALES, UNITED STATES
BANKRUPTCY JUDGE:**

Pursuant to the Court's October 24, 2003 Order Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code for Authorization to Employ Arnold & Porter as Special Counsel and for a Limited Purpose *nunc pro tunc* to December 2, 2001, Arnold & Porter ("Applicant" or "A&P") files this Application.

The amount sought herein is the product of a compromise reached between A&P, the United States Trustee (the "U.S. Trustee"), and the Debtors; in further support of this Application, Applicant states as follows:

I. Jurisdiction

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 (b). This Application presents a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). The Court has authority to grant the relief requested in this Application pursuant to 11 U.S.C. § 328(a), 330 and 331.

II. Factual and Procedural Background

2. Applicant, a professional corporation, is a law firm composed of attorneys duly licensed to practice law before various federal and state courts throughout the United States. Applicant has offices in Washington, DC, northern Virginia, Denver, New York, Los Angeles, London, and Brussels.

3. On December 2, 2001, (the "Petition Date"), Enron Corp. ("Enron"), the indirect parent of Enron Wind Corp., and certain of its direct and indirect subsidiaries (the "Enron Debtors") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and their chapter 11 cases have been procedurally consolidated for administrative purposes.

4. On February 20, 2002 (the "Enron Wind Petition Date"), Enron Wind Corp., Enron Wind Systems Inc., Enron Wind Constructors Corp., Enron Wind Maintenance Corp. and Enron Wind Energy Systems Corp. (the "Enron Wind Debtors," collectively with the Enron Debtors, the "Debtors"), as debtors and debtors in possession, each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code and such filings were subsequently consolidated with the filings by the Enron Debtors for purposes of administration.

5. As of the Enron Wind Petition Date, the Enron Wind Debtors and certain of their non-debtor domestic and foreign affiliates (the "Enron Wind Companies") comprised

the world's only fully integrated wind power company, offering their customers a full range of wind power capabilities, including global wind turbine manufacturing from their plants in the United States, Germany and Spain; project development services; financing options; power plant design and engineering; and customer support services.

6. Enron's chapter 11 filing adversely impacted the Enron Wind Companies' cash flow by (i) limiting their ability to obtain short-term financing, (ii) causing customers to suspend payments of amounts due to the Enron Wind Companies, and (iii) causing vendors to demand prompt and early payment for goods and services provided to the Enron Wind Companies.

7. The Enron Wind Companies determined that their assets, which consisted primarily of an ongoing wind turbine manufacturing business and wind energy development assets such as windpark easements and power sale contracts, had to be sold quickly to retain their value. Due to the uncertainty created by the Debtors' bankruptcy, both potential purchasers of turbines as well as sub-suppliers of parts were reluctant to continue to do business with the Enron Wind Companies. As time went on, this problem grew more acute. In addition, other assets of the Enron Wind Companies, such as windpark easements, leases and power contracts were limited in time and would expire if development of those assets did not occur before their stated deadlines. Thus, it was an urgent matter for the Enron Wind Companies to promptly sell substantially all of their assets if they were to preserve and maximize value for their creditors.

8. As of the Enron Wind Petition Date, the Enron Wind Debtors employed Applicant in connection with real estate, turbine and project sale issues. The Enron Wind Debtors selected Applicant as special real estate, turbine and project sale counsel because Applicant had represented them and their predecessor on real estate and turbine and project

sale issues since 1994 and thus had significant knowledge about their businesses and assets and substantial experience and expertise in these critical legal areas.

9. By application filed on or about March 29, 2002 (together with a supporting affidavit from Arnold & Porter partner Edward Zaelke) (collectively, the “March 2002 Application”), and pursuant to section 327(e) of the Bankruptcy Code, the Enron Wind Debtors requested that the Court approve the *nunc pro tunc* employment of Applicant as their special counsel for such issues.

10. Applicant was employed by the Enron Wind Debtors at Applicant’s standard hourly rates and pursuant to Applicant’s normal policies for reimbursement of disbursements and the Enron Wind Debtors believe Applicant’s current hourly rates and disbursement policies in a competitive national market for legal services are reasonable and agreed to pay Applicant according to those terms.

11. In the March 2002 Application, Applicant fully disclosed it had provided antitrust advice to GE Power Systems Business with respect to this sale, and, that it believed this was not adverse to its proposed retention, since the two representations dealt with wholly separate matters. All other facts and representations set forth in the Application and its attachments, including the Zaelke Affidavit, are incorporated fully herein as if specifically set forth herein.

12. Applicant advised the Debtors that it would not proceed with its work until after the March 2002 Application was approved. However, Debtors requested Applicant proceed with the time-sensitive work before the Application was approved to avoid possible loss of a favorable sale which had to be closed by a date certain, and advised Applicant that any objections to the March 2002 Application would be resolved favorably.

13. On or about April 15, 2002, the Bankruptcy Court approved the sale of substantially all of the U.S. and foreign manufacturing assets of the Enron Wind Companies to General Electric Company, acting through its GE Power Systems Business (the "Sale Transaction").

14. The Sale Transaction initially resulted in a sales price of \$325 million for the bankruptcy estates of the Enron Wind Debtors. This created a pool of funds that, subject to later adjustment, would have been sufficient to pay the claims of all third party creditors of the Enron Wind Debtors and leave additional funds available to the Enron bankruptcy estate.

15. During May 2002, the U.S. Trustee indicated informally that she would object to the March 2002 Application, and based upon such indication, the Enron Wind Debtors removed the March 2002 Application from the Court's calendar

16. Subsequently, the Debtors, Applicant and the U.S. Trustee negotiated the terms pursuant to which Applicant could be retained on a *nunc pro tunc* basis for purposes of providing services to the Enron Wind Debtors, including those services set forth above in connection with the Sale Transaction, and have reached agreement on the terms set forth in this pleading.

17. Applicant incurred \$484,047.00 in fees and \$14,889.70 in expenses in connection with its work for the Enron Wind Debtors since the Enron Wind Debtors' Petition Date. Except for minor post-closing clean-up work, Applicant has performed no services for the Enron Wind Debtors since May 10, 2002.

18. Pursuant to an agreement reached between the Debtors, the U.S. Trustee, and A&P, and the Court's October 24, 2003 Order, A&P is authorized to file this Application seeking the payment of sixty percent (60%) of its fees and one hundred

(100%) of its disbursements in these chapter 11 cases, which equal \$290,428.20 and \$14,889.70, respectively (the “Fees and Disbursements”), subject to the normal fee review process in this Court.

19. No payments of fees or expenses of the Applicant have been made or promised as to these legal services, except as authorized by the Court, and all such fees and expenses are anticipated to be paid from property of the Debtors’ estates. There is no agreement as to the sharing of the compensation sought herein except as may exist among the attorneys of the Applicant.

III. Summary of Application

20. In this Application, pursuant to its agreement with the U.S. Trustee and the Debtors, the Applicant requests final approval of fees in the amount of \$290,428.20 and expenses in the amount of \$14,889.70 for the period February 20, 2002, through November 30, 2002 (the “Application Period”).

21. The total amount of fees for which approval is sought is based on sixty percent (60%) the legal services performed by the Applicant. A detailed breakdown of services performed by the Applicant and each attorney’s applicable hourly rate is set forth in **Exhibit “A.”**¹

22. During the Application Period, as itemized and summarized in **Exhibit “B,”** Applicant incurred expenses in connection with its representation of the Enron Wind Debtors totaling \$14,889.70. Each expenditure was a necessary and

¹ Upon review of the detailed time entries and invoices attached hereto as **Exhibit “A”**, Applicant has determined that the total amount of fees set forth in the attached invoices exceeds the amount agreed upon by the Applicant, the U.S. Trustee and the Debtors, which amount is set forth in the Court’s October 24, 2003 order and is sought in this Application. Applicant hereby waives any right to seek amounts in excess of those set forth in this Application.

reasonable cost incident to the performance of Applicant's duties as counsel to the Enron Wind Debtors.

23. In rendering services to the Debtor, Applicant's attorneys have made deliberate efforts to avoid duplication of work.

24. These highly complex chapter 11 cases have required the expenditure of time and effort on the part of certain parties, associates and other professionals of Applicant. Applicant's time expended in these cases is commensurate with the size and complexity of these cases and the numerous significant legal issues with which Applicant has been involved.

IV. Application Standards

A. Compensation Requested – There are numerous factors to be considered by the Court in determining allowance of compensation. See, e.g., In re First Colonial Corp. of America, 544 F.2d 1291 (5th Cir.), cert. denied, 431 U.S. 904 (1977); Johnson v. Georgia Highway Express Inc., 488 F.2d 714 (5th Cir. 1974); In re Drexel Burnham Lambert Group Inc., 133 B. R. 13 (Bankr. S.D.N.Y. 1991). See also, In re Nine Associates, Inc., 76 B.R. 943 (S.D.N.Y. 1987); In re Cuisine Magazine, Inc., 61 B.R. 210 (Bankr. S.D.N.Y. 1986). In awarding compensation pursuant to sections 330 and 331 of the Bankruptcy Code to professional persons employed under section 328 of the Bankruptcy Code, the Court must take into account, among other factors, the cost of comparable non-bankruptcy services. Section 330 of the Bankruptcy Code provides, in pertinent part, for payment of:

- a. reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person; and
- b. reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

25. Time and labor is only one of the many factors to be considered in awarding attorney compensation. The number of hours expended must be considered in light of (i) the amount involved and the results achieved to date; (ii) the novelty and difficulty of the questions presented; (iii) the skill requisite to perform properly the legal services; (iv) the preclusion of other employment of behalf of other clients; (v) the customary fee charged to a client for the services rendered; (vi) awards in similar cases; (vii) time constraints required by the exigencies of the case, including the frequency and amount of time required to be devoted other than during regular business hours; (viii) the experience, reputation and ability of the attorneys rendering services; and (ix) the nature and length of the professional relationship with the client (the “Johnson Factors”). See Johnson v. Georgia Highway Express, 488 F.2d at 717-19 (enumerating factors to be considered in awarding attorneys’ fees in equal employment opportunities cases under Title VII); In re First Colonial Corp. of America, 544 F.2d at 1294 (applying the Johnson Factors in bankruptcy cases).

26. The majority of the Johnson Factors are codified in section 330(a) of the Bankruptcy Code, and have been applied by various courts in making determinations that requested attorneys’ fees constitute reasonable compensation. It is well settled that the “lodestar method,”² as opposed to an application solely of the Johnson Factors, is the best

² Application of the “lodestar method” involves multiplying the number of hours reasonably expended on the case by the reasonable hourly rate of compensation of each attorney. Shaw v. Travelers Indemnity Co. (In re Gant Assocs), 154 B.R. 836, 843 (S.D.N.Y. 1993). This method of calculating attorney fees is appropriate in light of section 330(a) of the Bankruptcy Code, which serves as a starting point, permitting bankruptcy courts, in their own discretion, to consider other factors, such as the novelty and difficulty of the issues, the special skills of counsel, and their results obtained. In re Copeland, 154 B.R. 693, 698 (Bankr. W.D. Mich. 1993).

means of determining attorney fees in bankruptcy cases.³ The Supreme Court, however, has clearly articulated that the “lodestar method” is presumed to subsume the Johnson Factors, as does section 330(a) of the Bankruptcy Code. Delaware Valley I, 478 U.S. at 563; Cena’s Fine Furniture, 109 B.R. at 581.

B. Time and Labor Required — As shown in **Exhibit “A,”** the professional services rendered by Applicant on behalf of the Debtor have been divided into discrete categories which further clarify the necessity and benefit of the services rendered. These categories, a brief description of the services provided thereunder, and the fees charged in each category are as follows:

(i) **Sale Transaction** — The majority of the post petition fees incurred relates to the sale of most of the assets of Enron Wind Corp. to GE Wind Energy, LLC, a subsidiary of General Electric Company acting through its GE Power Systems Business division. Attorneys at A&P had, over the prior 11 years, been involved in transactions involving many of the more complicated assets being transferred and employed this knowledge in order to cause these assets to be severed from other assets being retained by the Enron Wind Debtors, dealt with various title and consent issues, structured the transfer of the Enron Wind Debtors’ test turbine program, negotiated and documented operations and maintenance agreements and performed various other tasks required to transfer substantially all of the U.S. and Canada assets of the Enron Wind Debtors to GE Wind Energy LLC.

(ii) **Real Estate Matters** — Applicant provided various services to the Enron Wind Debtors in order to preserve its rights and interests in real estate interests that it owns or controls. This work included, without limitation, negotiations with and the filing of documents before the California Energy Commission in order to preserve approximately \$10 million in California Energy Commission grants for proposed wind energy projects, advising the Enron Debtors respecting claims against Marathon Generators, a sub-supplier, assisting the Enron Wind Debtors in preparing the assets not be

³ See e.g., Pennsylvania v. Delaware Valley Citizens Council for Clean Air, 483 U.S. 711 (“Delaware Valley II”), on remand, 826 F.2d 238 (3d Cir. 1987); Pennsylvania v. Delaware Valley Citizens Council for Clean Air, 478 U.S. 546 (1986) (“Delaware Valley I”) United States Football League v. National Football League, 887 F.2d 408, 413 (2d Cir. 1989), cert. denied, 493 U.S. 1071 (1990); Lindy Bros. Builders Inc. v. American Radiator and Standard Sanitary Corp., 487 F.2d 161 (3d Cir. 1973), vacated on other grounds, 540 F.2d 102 (3d Cir. 1976); In re Cena’s Fine Furniture, Inc., 109 B.R. 575 (E.D.N.Y. 1990); In re Drexel Burnham Lambert Group Inc., 133 B.R. 13, 21 (Bankr. S.D.N.Y. 1991).

sold to General Electric for future sale to others and assisted with day to day real estate and project management activities.

(iii) **Fee Application** — Applicant reviewed the procedures for filing monthly fee statements and fee applications, and prepared, filed and served the Application.⁴

C. **Amount Involved in the Case and Results Obtained** – During the Application Period the Applicant assisted the Enron Wind Debtors with a number of projects on which they required assistance, but approximately 75% of all services rendered during the Application Period pertained to assisting the Enron Wind Debtors in selling substantially all of their assets to General Electric Company, acting through its GE Power Systems Business, in the Sale Transaction.⁵ The Sale Transaction initially resulted in a sale price of \$325,000,000.00 (subject to adjustment) on May 10, 2002 for the benefit of the bankruptcy estate – which, at the time of the sale, was believed to be enough funds to pay the accrued liabilities of the Enron Wind Debtors to unaffiliated third parties and leave a substantial amount for the estate of the Enron Debtors. A&P's assistance was particularly valuable in causing the Sale Transaction to close extremely quickly.

D. **The Novelty and Difficulty of the Legal Problems Involved** — The assets sold in the Sale Transaction consisted mostly of a wind turbine manufacturing business, factories in three countries and thousands of acres of land and land rights throughout the United States and Canada. Many of these land rights were tied up with

⁴ 1.9% of the total amount of fees sought herein is attributable to the preparation of the Application and attention to related matters.

⁵ The remaining legal services provided to the Applicant were also time-sensitive and critical to the preservation of the assets that were not transferred in the Sale Transaction in that such services involved litigation advice on turbine warranty issues, the preparation for sale of the remaining \$40 to \$60 million in assets retained by the Enron Wind Debtors, and the preservation of approximately \$17.7 million in development grants that the Enron Wind Debtors had been awarded by the California Energy Commission and that would probably have been lost had it not been for A&P's efforts.

existing projects that were being retained by the Enron Wind Debtors and required sophisticated legal techniques, knowledge and documentation to permit the land rights to be segregated and sold. Likewise, the wind turbine business being sold presented a number of issues unique to the wind energy industry. Only a few law firms, of which A&P is one, have extensive experience in wind energy industry and are able to negotiate and document certain elements of the transaction like the Sale Transaction in an efficient and timely matter.

E. Skill Required for Performance of Legal Services — A

significant number of difficult and complex legal and procedural problems have been addressed and considered by the Applicant, all of which have required knowledge of the application of laws and issues arising in connection with wind energy project development and wind turbine manufacturing and sale. The Applicant's attorneys, with varying levels of experience and seniority, have been used effectively and efficiently to perform the tasks assigned to them. A thorough understanding of the Bankruptcy Code and the Rules was also blended with business expertise to advise the Enron Wind Debtors.

F. Preclusion from other Employment — Applicant treated its

representation of the Enron Wind Debtors as a priority matter. As a result, the time involved and the scope of attention demanded of Applicant by the Enron Wind Debtors had an impact on time available for other matters. Efficient management of these cases has required that some of Applicant's professionals devote their time exclusively to the Enron Wind Debtors, reducing their availability to participate in other matters upon which they were previously engaged or could otherwise have been engaged.

G. Reasonable Rates — The fees charged for services are the same as

those charged to other clients for similar legal services during the period of time involved.

Applicant charged fees for services at the same rates in effect for the Enron Wind Debtors prior to the Petition Date, which rates are below the base rates then charged most new clients of Applicant. Thus, fees Applicant is charging here are eminently reasonable, particularly under the circumstances of these cases. Applicant's rates are consistent with, or below, those of other law firms of requisite and comparable skill and ability. Moreover, Applicant's rates are particularly competitive when viewed in relation to rates charged by other firms having significant involvement in these cases.

H. Awards in Similar Cases — Consistent with the Procedures Order, detailed time records were provided to the Debtors on a monthly basis. Applicant's monthly statements set forth in detail (i) the nature of the legal services rendered by Applicant, (ii) the dates on which Applicant's personnel rendered such legal services, (iii) the identity of Applicant's attorneys and legal assistants that performed such legal services (denoted by each person's initials) (iv) the time spent by each of Applicant's personnel in performing such legal services, and (v) the amount of fees attributable to each such legal service performed by Applicant's attorneys and legal assistants (calculated on a daily basis). The billing statements previously provided to the Debtor detailed the nature and extent of the legal services that Applicant rendered for and on behalf of the Debtor. Applicant has necessarily incurred out-of-pocket expenses in connection with its representation of the Enron Wind Debtors, which costs included airfare and other expenses required for Applicant to send its attorneys to Atlanta, Georgia to close the Sale Transaction. Careful records of these expenditures were maintained and are summarized in **Exhibit "B"** to this Application. These expenses are reasonable and necessary. Applicant is entitled to reimbursement of the requested expenses.

I. Time Limitation or Other Circumstances — During the Application Period, Applicant’s attorneys have made themselves readily available to the Enron Wind Debtors as matters arose. Applicant successfully handled the time limitations imposed in these matters and was instrumental in the timely closing of the Sale Transaction, which likely would not have closed on May 10, 2002 without the efforts of Applicant. The services rendered by Applicant’s experienced professionals during the Application Period, particularly in light of the nature of these cases, fully warrant the allowance of the fees requested by Applicant. Moreover, Applicant’s fees reflect a deliberate attempt by Applicant to limit its fees and expenses to those that are reasonable and necessary. Thus, Applicant’s request for allowance of its fees is amply justified and should be granted in its entirety.

J. Experience, Reputation and Ability of Applicant — The Applicant has established itself as a recognized source of experienced, capable professionals since 1990, Edward Zaelke has appeared as attorney for the Enron Wind Debtors and their predecessor companies with respect to wind energy development, real estate, project finance and sale, construction and turbine sale matters. The biography of Mr. Zaelke is set forth in **Exhibit “C.”** The firm is experienced in these matters and enjoys a good reputation as a leading law firm in real estate, project development and wind energy development areas.

K. Nature and Length of Attorney-Client Relationship — The Applicant was retained by the Enron Wind Debtors on February 20, 2002.

L. Voluntary Reductions — Applicant has carefully reviewed all of its time records and out-of-pocket expenses, and has voluntarily reduced its fees and expenses where: (i) possible duplication of efforts may have occurred; (ii) fees were

incurred for what might be considered administrative time; and (iii) potentially duplicative fees were incurred in connection with various meetings among professionals of Applicant for organization of these cases. Applicant does not charge at this time for certain expenses, such as secretarial overtime and related expenses, some file maintenance tasks, and charges for various supplies used in connection with these cases.

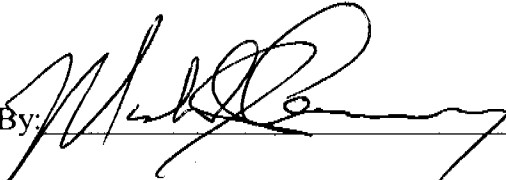
M. Contingent Nature of Fees — The Applicant's fees are subject only to Court approval and the Debtors' operations ensuring that funds are available to pay such administrative expenses. At the present time, the Applicant believes that the estates have sufficient funds with which to pay the fees and expenses.

N. Undesirability of these Cases — These cases contain no element of undesirability.

WHEREFORE, the Applicant respectfully requests (i) that it be awarded a final allowance of fees in the amount of \$290,428.20 and expenses in the amount of \$14,889.70 for a total of \$305,317.90, an amount which reflects an agreement between A&P, the U.S. Trustee, and the Debtors, and (ii) that the Applicant have such other and further relief to which it may be entitled.

Dated: January 21, 2004

ARNOLD & PORTER

By:  _____

Michael J. Canning (MC 8060)
399 Park Avenue
New York, NY 10022-4690
Telephone: (212) 715-1000
Facsimile: (212) 715-1399

-and-

Edward Zaelke
California State Bar Number: 110162
777 South Figueroa Street
Forty-Fourth Floor
Los Angeles, CA 90067-4403
Telephone: (213) 243-4000
Facsimile: (213) 243-4199

Counsel for Enron Wind Corp., *et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<hr/>		X
In re	:	Chapter 11
	:	
ENRON CORP., et al.,	:	Case No. 01-16034 (AJG)
	:	
Debtors:	:	Jointly Administered
<hr/>		X

CERTIFICATION

**TO THE HONORABLE ARTHUR J. GONZALEZ, UNITED STATES
BANKRUPTCY JUDGE:**

I, Edward Zaelke, hereby certify:

1. Arnold & Porter is counsel for Enron Wind Corp., and certain of its direct and indirect subsidiaries (the "Enron Wind Debtors") together with, Enron Corp., *et al.*, (the "Debtors").

2. I am a partner with the firm Arnold & Porter ("A&P"), with the responsibility for compliance with this Court's Administrative Orders ("Administrative Orders") setting forth guidelines for fees and disbursements for professionals practicing before this Court (the "Guidelines").

3. I have read A&P's first and final application for compensation for services rendered to, and for reimbursement of expenses incurred on behalf of, the Enron Wind Debtors for the period February 20, 2002 through and including November 30, 2002 (the "Application").

4. To the best of my knowledge, information and belief, formed after reasonable inquiry, the Application complies with the mandatory Guidelines set forth in the Administrative Orders.

5. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines set forth in the Administrative Orders.

6. The fees and disbursements sought in the Application are billed at rates and in accordance with practices customarily employed by A&P and generally accepted by A&P's clients in matters of this size, sophistication and complexity.

7. Copies of the Application have been served upon the parties designated in the, January 17, 2002 Order of the Court establishing procedures for interim compensation and reimbursement of expenses of professionals, as amended by the procedures established by the Fee Committee.

8. To the best of my knowledge, information and belief, with respect to the services and disbursements for which reimbursement is sought: (i) A&P does not make a profit on such services or disbursements; (ii) A&P does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay; and (iii) A&P requests reimbursements only for the amount billed to A&P by the third-party vendor and paid by it to such vendor.

9. With respect to photocopying and facsimile transmission expenses, A&P's charges do not exceed the maximum rate set by the Fee Guidelines (there is no charge for incoming and local facsimile transmissions). These charges are intended to cover A&P's direct operating costs for photocopying and facsimile facilities, which costs are not

incorporated into A&P's hourly billing rates. Only clients who actually use photocopying, facsimile, and other such office services are separately charged for the same. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying, facsimile, and document production facilities and services.

10. The time constraints frequently imposed by the circumstances of these cases has required A&P's attorneys and other employees to devote substantial amounts of time during the evenings and on weekends to the performance of legal services on behalf of the Enron Wind Debtors. Consistent with firm policy, attorneys and other employees of A&P who worked late into the evenings were reimbursed for their reasonable meal costs. Furthermore, overtime A/C was incurred for evening and weekend services. A&P's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement of these requested disbursements is consistent with the provisions set forth in the Fee Guidelines.

11. In addition, same-day and overnight delivery of documents and other materials was often required as a result of deadlines necessitating the use of such express services. These disbursements are not included in A&P's overhead for the purpose of setting billing rates. A&P has made every effort to minimize its disbursements in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable and justified under the circumstances to serve the needs of the Enron Wind Debtors in these cases.

DATED: January 15, 2004
Los Angeles, CA

ARNOLD & PORTER

By: Edward Zaelke

Edward Zaelke
California State Bar Number: 110162
777 South Figueroa Street
Forty-Fourth Floor
Los Angeles, CA 90067-4403
Telephone: (213) 243-4000
Facsimile: (213) 243-4199

Counsel for Enron Wind Corp., *et al.*

EXHIBIT A

**SUMMARY OF ATTORNEY AND PARAPROFESSIONAL BILLING RATES
AND HOURS BILLED AND ATTORNEY BAR ADMISSION DATES**

	Year Admitted To Practice	Hours Billed in Current Application	Billing Rate/Hour	Total Fees Sought in Application
Partners and Of Counsel:				
Edward W. Zaelke	1983	241.0	\$485	\$ 116,885.00
James I. Ham	1981	4.3	\$450	\$ 1,935.00
Kenneth J. Langan	1980	42.3	\$430	\$ 18,189.00
Brian K. Condon	1988	14.6	\$420	\$ 6,132.00
Associates:				
Thomas I. Dupuis	1994	438.3	\$320	\$ 140,256.00
Kathryn E. Olson	1994	58.5	\$320	\$ 18,720.00
Eric B. Foker	1994	58.7	\$310	\$ 18,197.00
David P. Lari	1998	363.9	\$250	\$ 90,975.00
Heather N. Blackinton-Herd	2001	86.7	\$165	\$ 14,305.50
Paraprofessionals:				
Lois S. LeBar	Legal Assistant	230.7	\$150	\$ 34,605.00
Arturo Patino	Legal Assistant	130.0	\$150	\$ 19,497.50
M. S. Vargas	Legal Assistant	29.0	\$150	\$ 4,350.00
Total		1,698.0		\$ 484,047.00¹

¹ As set forth in the Application, pursuant to an agreement between A&P, the U.S. Trustee, and the Debtors, A&P is seeking payment of 60% of this total, or \$290,428.20.

(12975.039)
General Litigation

Legal Services:

Name	Date	Hours	Amount	Narrative
LITIGATION				
Brian K. Condon	03/22/02	0.30	126.00	(Storm Lake) Conference with T. Dupuis re mechanics' liens by Crane Service on Storm Lake properties.
Brian K. Condon	03/25/02	1.70	714.00	(Storm Lake) Legal research re effect of bankruptcy stay on ability of Truck Crane Service to perfect and foreclose on mechanics' liens; telephone conference with attorney D. Lyford (Iowa) re local law on perfection of mechanics' liens and procedures for foreclosure action; email to E. Zaelke and T. Dupuis re analysis of problem.
Brian K. Condon	03/26/02	1.00	420.00	(Storm Lake) Telephone conference with L. Haynes re investigation of mechanics' liens recorded by Truck Crane Service in Iowa; telephone conference to M. Westfeld re unpaid invoices; further review of law re application of automatic stay to lien foreclosure.
Brian K. Condon	03/27/02	0.80	336.00	(Storm Lake) Telephone conference with M. Westfeld re Truck Crane Service invoices; review of invoices; email to attorney D. Lyford re same; telephone conference with B. Rosen, bankruptcy counsel, re effect of stay on mechanics' liens.
Brian K. Condon	03/28/02	0.50	210.00	(Storm Lake) Telephone conference with D. Lyford re mechanics' liens search at county clerk office; email to L. Haynes re status of investigation of Truck Crane Service mechanics' liens.
Brian K. Condon	03/29/02	0.20	84.00	(Storm Lake) Telephone conference with D. Lyford re status of mechanics' lien searches and related issues.
	Litigation total:	4.50	1,890.00	
Total Hours		4.50		
Total Fees			1,890.00	

Disbursements:

Category	Date	Description	Amount
Westlaw Research			19.50
Lexis Computer Research			3.22
Telephone			0.15
Air Delivery Services			6.82

April 15, 2002

Invoice # 1076121

Total Disbursements

29.69

Total Current Amount Due

\$1,919.69

April 15, 2002

Invoice # 1076122

(12975.054)
National Wind Power Ltd.

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	03/14/02	0.30	96.00	Telephone conversation with K. Anderson re alternatives for payment of crane operator.
Development total:		0.30	96.00	
Total Hours		0.30		
Total Fees			96.00	

Disbursements:

Category	Date	Description	Amount
Telephone			127.32
Total Disbursements			127.32
Total Current Amount Due			\$223.32

(12975.137)
Issues Re GE Transaction

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	07/01/02	0.20	64.00	Review bankruptcy motions for assumption of EWD easements and options; correspondence with K. Fischer re same.
Thomas I. Dupuis	07/10/02	0.30	96.00	Telephone calls to J. Lamb and K. Fischer re bankruptcy assumption and assignment motion.
Thomas I. Dupuis	07/18/02	0.20	64.00	Correspondence with J. Lamb and M. Wanich re final EWS title policy.
Thomas I. Dupuis	07/24/02	1.00	320.00	Telephone calls to V. Davies and J. Lamb re assumption and assignment motion; telephone conversation with K. Fischer re same; review objections to same.
Thomas I. Dupuis	07/25/02	0.80	256.00	Telephone calls to J. Lamb and M. Eilers re assumption and assignment of EWD land rights; review bankruptcy order and escrow agreement re same; correspondence with T. Smith and S. Farnsworth re same; correspondence with T. Eades re closing documents.
Thomas I. Dupuis	07/26/02	1.20	384.00	Prepare letter to M. Wanich re release of escrow documents; correspondence with K. Fischer and M. Horna re post-closing matters; telephone conversation with K. Fischer.
Thomas I. Dupuis	07/29/02	0.30	96.00	Review WSP objection to lease assumption and assignment.
Thomas I. Dupuis	07/30/02	0.50	160.00	Telephone conversation with T. Smith re release of escrowed documents; correspondence with K. Fischer re same.
Thomas I. Dupuis	07/31/02	0.20	64.00	Review closing documents binder from WGM.
Development total:		4.70	1,504.00	
Total Hours		4.70		
Total Fees			1,504.00	

Disbursements:

Category	Date	Description	Amount
Local Meals			30.92
Duplicating			107.25
Outside Duplicating			13.83
Telephone			1.87

September 3, 2002

Invoice # 1076128

Total Disbursements

153.87

Total Current Amount Due

\$1,657.87

(12975.137)
Issues Re GE Transaction

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Heather Blackinton-Herd Thomas I. Dupuis	N. 05/01/02 05/01/02	0.30 12.50	49.50 4,000.00	Message to L. Rushton re L. Haynes' answer to prototype turbine questions. Telephone conversations with B. Wapner re tax issues; review and revise real estate transfer documents; conference call with client re closing issues; telephone conversations with S. Parel and J. Lamb re same; multiple telephone conversations with L. Haynes and K. Nobles re real estate transfer issues; telephone conversations with M. Wanich re title matters; telephone conversations with T. Smith, S. Farnsworth and S. Daley re RE issues; review and prepare comments to PHJW documents; update closing checklist; conference with D. Lari re schedules to O&M agreements; conference with L. LeBar re forms, closing issues.
Kenneth J. Langan	05/01/02	2.20	946.00	Review deal documents in anticipation of delivering California opinion; confer with T. Dupuis regarding same.
David P. Lari	05/01/02	13.50	3,375.00	GE closing matters; review Victory Garden Repower; Green Power Cabazon and Owenreagh documents; meet with E. Zaelke; create exhibits to O&M Agreements for such projects.
Lois S. LeBar	05/01/02	5.00	750.00	Review FIRPTA certificates for Enron Wind Systems and Enron Wind Development; review Form 597-W for Tehachapi Headquarters and Sky River property; prepare Canadian tax certificate; revise same; confer with T. Dupuis re: updated closing checklist; revise file folders for closing documents; prepare additional folders for new closing documents; telephone calls with Hawaii Department of Conveyances re: conveyance tax certificate; review Maine and South Dakota Department of Revenue websites re: reporting requirements and forms.
Lois S. LeBar	05/01/02	5.30	795.00	Prepare letter to B. Wapner re: completion of Canadian tax form and 597-W for Tehachapi Headquarters and Sky River property; confer with T. Dupuis; revise letter; revise Real Estate Excise Tax forms for Kittitas, Klickitat, Benton and Yakima counties, Washington; revise Combined Real Estate Transfer Tax Return for Delaware, Chautauqua, Erie and Steuben counties, New York; prepare conveyance tax certificates for Hawaii; confer with T. Dupuis; revise same; assist T. Dupuis with closing matters in preparation of closing.
Arturo Patino	05/01/02	4.50	675.00	Work re review of Storm Lake I date-down title policy to make sure that the property of Kel and

Name	Date	Hours	Amount	Narrative
				Michelle Anderson is not covered under the policy; work re search for Montford & Indian Mesa Escrow documents transmittal letters per Lurecca Jefferson; work re search for Cabazon and Green Power real estate documents per DPL.
Edward W. Zaelke	05/01/02	4.80	2,328.00	Telephone conference with attorneys re status of closing and other issues; telephone conference with re O&M Agreement forms; review materials re same; conference with T. Dupuis re real estate closing.
Heather Blackinton-Herd	N. 05/02/02	0.70	115.50	Finalize attachments for FedEx delivery to Atlanta; draft cover letter and coordinate sending documents to Atlanta; conference with D. Lari re organize all attachment documents.
Thomas I. Dupuis	05/02/02	14.50	4,640.00	Telephone conversations with B. Wapner re tax issues; review and revise real estate transfer documents; conference call with client re closing issues; telephone conversations with S. Parel and J. Tabor re same; meetings with C. Sharbaugh, T. Smith and S. Farnsworth re closing issues; pre-closing at PHJW; telephone conversation with J. Gibbs re insurance issues.
Kenneth J. Langan	05/02/02	0.30	129.00	Discuss status with T. Dupuis.
David P. Lari	05/02/02	10.20	2,550.00	GE closing matters; review Victory Garden Repower, Green Power Cabazon and Owenreagh documents; meet with E. Zaelke; create exhibits to O&M Agreements for such projects; send e-mail to S. Wasowski at Paul Hastings regarding information requested for Cabazon Green Power and Victory Garden Repower projects; telephone conference with J. Lamb regarding DMV documents to be filled out in connection with GE closing; meet with S. Vargas regarding DMV documents and meeting with J. Lamb.
Lois S. LeBar	05/02/02	4.20	630.00	Confer with T. Dupuis re: tax forms for Washington and New York; review same and schedules thereto; telephone calls to New York re: requirement for tax parcel numbers on tax forms; research re: tax forms required for Maine and South Dakota; assist T. Dupuis re: closing matters; review, organize and update closing documents.
Arturo Patino	05/02/02	1.00	150.00	Work re obtaining DMV forms for transferring Enron vehicles ownership to GE.
Edward W. Zaelke	05/02/02	8.70	4,219.50	Meet with C. Sharbaugh, T. Smith and S. Farnsworth at Paul Hastings re real estate closing; review and revise documents re same; conference with J. Lamb; telephone conference with all parties re O&M Agreement; review and revise materials re same; attend daily status call.
Heather Blackinton-Herd	N. 05/03/02	0.30	49.50	Message to L. Haynes re permit request from L. Rushton.
Thomas I. Dupuis	05/03/02	12.00	3,840.00	Telephone conversations with B. Wapner re tax issues; review and revise real estate transfer documents; conference call with client re closing issues; pre-closing at PHJW; telephone conversation with J. Gibbs and P. Clayton re

June 28, 2002

Invoice # 1076141

Name	Date	Hours	Amount	Narrative
David P. Lari	05/03/02	7.80	1,950.00	insurance issues; conference call with E. Gadd and J. Lamb re prototype turbine issues. GE closing matters; review Victory Garden Repower; Green Power Cabazon and Owenreagh documents; meet with E. Zaelke; create exhibits to O&M Agreements for such projects; meet with A. Patino regarding documents requested by Paul Hastings; telephone conference with M. Vijay.
Lois S. LeBar	05/03/02	2.80	420.00	Review email from T. Dupuis re: incumbency certificates; save emailed incumbency certificates on network; prepare additional incumbency certificates for Enron Wind Systems and Enron Renewable Energy Corp.; review fax from Enron Corp.; revise 597-W for Tehachapi Headquarters and Sky River property; review email from T. Dupuis re: cost to obtain tax parcel numbers in Klickitat and Yakima counties, Washington; review number of properties; prepare email to T. Dupuis re: same; confer with A. Patino re: transfer of vehicle titles to GE; confer with T. Dupuis re: update on status of closing; telephone call from T. Dupuis re: same.
Arturo Patino	05/03/02	2.50	375.00	Work re search for easements requested by Paul Hastings; work re search for blue book values of Enron vehicles in CA.
Edward W. Zaelke	05/03/02	6.00	2,910.00	Revise form easement document; attend daily status call; conference call to negotiate prototype documents; review same; conference with T. Dupuis; telephone conference with conference with J. Lamb and E. Gadd re O&M issues.
Thomas I. Dupuis	05/04/02	2.50	800.00	Review J. Lamb comments to prototype turbine documents; revise same.
Thomas I. Dupuis	05/05/02	6.70	2,144.00	Revise prototype turbine documents; telephone conversation with J. Lamb re same; conference call with client re closing matters; review documents re ownership of Tehachapi power collection systems; prepare chart re same; correspondence with E. Gadd and J. Lamb re same, prototype turbine documents.
Edward W. Zaelke	05/05/02	1.30	630.50	Attend status call; review materials re same.
Thomas I. Dupuis	05/06/02	12.00	3,840.00	Conference calls with J. Lamb and E. Gadd re prototype turbine documents; revise same; telephone conversations with M. Lueder and J. Lamb re same; conference call with client re closing matters; review documents re ownership of Tehachapi power collection systems; update chart re same; telephone conversation with S. Parel re closing matters; telephone conversation with J. Lamb and L. Haynes re real estate transfer issues; telephone conversations with S. Farnsworth re same.
David P. Lari	05/06/02	8.70	2,175.00	Meet with T. Dupuis regarding Owenreagh documents; GE closing matters; review Victory Garden Repower; Green Power Cabazon and Owenreagh documents; meet with E. Zaelke; create exhibits to O&M Agreements for such projects.

June 28, 2002

Invoice # 1076141

Name	Date	Hours	Amount	Narrative
Lois S. LeBar	05/06/02	5.20	780.00	Confer with T. Dupuis re: status of closing; telephone call from A. Patino re: research regarding blue book values for Enron vehicles to be transferred to GE; review Kelley Blue Book website re: blue book values of vehicles to be transferred to GE; confer with A. Patino re: same; confer with T. Dupuis re: updated closing documents; review same; review and revise closing checklist; prepare additional folders for new closing documents.
Arturo Patino	05/06/02	4.00	600.00	Work re researching blue book values of Enron California vehicles.
Edward W. Zaelke	05/06/02	9.70	4,704.50	Review revisions to O&M Agreement; attend daily call among counsel to discuss closing status; telephone conference with Paul Hastings attorneys to discuss O&M Agreement; telephone conference with J. Lamb, E. Gadd and T. Dupuis to review prototype agreements; review and revisions; perform pre-closing work.
Heather Blackinton-Herd	N. 05/07/02	0.70	115.50	Conference with T. Dupuis re permits; conference with L. Rushton re permits; conference with D. Smith re permits; conference with Nadia at Paul Hastings re permits; message to L. Haynes re L. Rushton's request for information; message to M. Horna re L. Rushton's request for information.
Thomas I. Dupuis	05/07/02	12.50	4,000.00	Conference calls with J. Lamb and E. Gadd re prototype turbine documents; revise same; telephone conversations with M. Lueder and J. Lamb re same; conference call with client re closing matters; conference calls with GE re prototype turbine documents; telephone conversations with S. Parel re closing matters; telephone conversations with J. Lamb and L. Haynes re real estate transfer issues; telephone conversations with S. Farnsworth and S. Daley re same
David P. Lari	05/07/02	4.80	1,200.00	GE closing matters; review project documents for Cabazon, Owenreagh, Victory Graden, Green Power and Historical projects; meet with T. Dupuis regarding Owenreagh documents; review e-mails sent by Paul Hastings.
Lois S. LeBar	05/07/02	6.50	975.00	Telephone call to M. Wanich re: Klickitat tax parcel numbers; review fax from LandAmerica re: same; review and revise exhibits to Washington Excist Tax Affidavits with correct tax parcel numbers; prepare original tax forms for Washington and New York properties; review closing documents; review and revise closing checklist; confer with T. Dupuis re: same; confer with A. Patino re: obtaining blue book values of vehicles to be transferred to GE; review Kelley Blue Book website re: values of vehicles to be transferred to GE; revise list; confer with A. Patino re: same.
Arturo Patino	05/07/02	2.00	300.00	Work re researching blue book prices for Enron vehicles.
Edward W. Zaelke	05/07/02	11.30	5,480.50	Review revised reservation of rights agreement; attend daily status call among counsel; telephone conference with re O&M issues; conference with T.

June 28, 2002

Invoice # 1076141

Name	Date	Hours	Amount	Narrative
				Dupuis; review and revise joint use agreement; telephone conference with Paul Hastings attorneys re joint use and related agreement.
Heather Blackinton-Herd	N. 05/08/02	1.30	214.50	Various conferences and messages re permit information needed by L. Rushton.
Thomas I. Dupuis	05/08/02	14.50	4,640.00	Conference call with client re closing matters; conference call with J. Lamb and L. Haynes re prototype turbine issues; telephone conversations with C. Sharbaugh and T. Smith re closing documents; review and revise real estate transfer documents; travel to Atlanta for closing; meeting with J. Lamb and M. Lueder re prototype turbine documents; review and revise same.
David P. Lari	05/08/02	9.00	2,250.00	Enron Wind Closing matters; telephone conference with B. Gared regarding Mid-American closing; review "Historical Projects" documents for O&M agreement; send e-mail to S. Wasowki at Paul Hastings; telephone conference with M. Vijay regarding project documents; telephone call with T. Schoen of Enron wind regarding chart of Historical Projects containing nameplate capacity; telephone call with E. Zaelke.
Lois S. LeBar	05/08/02	2.80	420.00	Review email from K. Olson re: filing petition for reconsideration with California Energy Commission; review petition and exhibits; assemble exhibits; confer with C. Apodoca re: filing requirements; confer with Y. Rios re: creation of documents; prepare cover page and exhibit dividers; prepare letter to the California Energy Commission re: original copies for filing.
Edward W. Zaelke	05/08/02	15.50	7,517.50	Review tenancy in common agreement affecting Tehachapi properties; telephone conference with T. Dupuis and J. Lamb re same; attend daily status call; review materials re prototype rights transfers; travel to Atlanta for Closing; meet with Paul Hastings attorneys to negotiate documents.
Heather Blackinton-Herd	N. 05/09/02	0.70	115.50	Review Power Purchase agreements for D. Lari and assist D. Lari with last minute closing issues.
Thomas I. Dupuis	05/09/02	19.00	6,080.00	Closing in Atlanta.
David P. Lari	05/09/02	11.00	2,750.00	Telephone call with E. Zaelke regarding GE closing; telephone conference with V. Davies regarding Second Amendment to Tenancy-in-Common Agreement; review Owenreagh documents for obligations to be performed by O&M Operator; GE closing matters; telephone call with E. Zaelke regarding Section 2.9 of EPC Agreement for Victory Garden Repower; send e-mail to S. Wasowski regarding Operator obligations for Historical Projects; send documents to E. Zaelke and T. Dupuis via e-mail.
Lois S. LeBar	05/09/02	4.00	600.00	Telephone call with K. Olson re: filing of California Energy Commission petition; review signature pages from L. Haynes; insert changed pages in petition; review email from K. Olson re: additional changes; revise cover page and letter to the California Energy Commission for L. Haynes'

June 28, 2002

Invoice # 1076141

Name	Date	Hours	Amount	Narrative
				signature; confer with Y. Rios re: creation of pdf. files; review final document; telephone call from K. Olson re: Painted Hills Quarterly Report for 2002; review fax from K. Olson re: same; prepare email to L. Haynes and K. Nobles re: email to California Energy Commission and preparation of hard copies to California Energy Commission; telephone call to C. Apodoca re: email address for California Energy Commission; telephone calls with K. Nobles and L. Haynes re: coordination of filing petition; telephone calls with K. Olson re: same; prepare email to E. Zaelke re: same.
Edward W. Zaelke	05/09/02	15.00	7,275.00	Attend closing; review and negotiate operation and maintenance agreement; master license and other documents.
Thomas I. Dupuis	05/10/02	10.50	3,360.00	Closing in Atlanta; travel from Atlanta to Los Angeles.
David P. Lari	05/10/02	2.00	500.00	Enron closing matters; organization of files and documents.
Lois S. LeBar	05/10/02	1.50	225.00	Telephone call from T. Dupuis re: form 597-W for Sky River property; telephone call to T. Dupuis re: same.
Edward W. Zaelke	05/10/02	14.50	7,032.50	Attend closing in Atlanta; review and revise final O&M Agreement; meet with title officer; travel back to Los Angeles.
Thomas I. Dupuis	05/13/02	1.00	320.00	Telephone conversation with M. Wanich re title matters; telephone conversation with L. Haynes re EWD bankruptcy matters; correspondence with L. Haynes re same; telephone conversation with V. Davies re same.
Lois S. LeBar	05/13/02	0.70	105.00	Confer with T. Dupuis re: closing and organization of documents; confer with Z. Gonzales re: payment of invoice.
Heather N. Blackinton-Herd	05/14/02	0.50	82.50	Review original easements and send request for missing easements to L. Haynes; search for possibility of more original easements in our office.
Thomas I. Dupuis	05/14/02	3.00	960.00	Telephone conversation with M. Wanich re title matters; telephone conversations with L. Haynes re EWD bankruptcy matters; review closing documents; correspondence with S. Parel re same; telephone conversation with B. Wapner re post-closing tax issues; telephone conversation with K. Fischer re bankruptcy motions.
Lois S. LeBar	05/14/02	3.00	450.00	Confer with T. Dupuis re: preparation of real estate closing document clip and index; review final closing checklist and real estate closing documents; confer with T. Dupuis re: missing documents; review real estate closing documents; prepare memorandum to T. Dupuis re: missing documents; revise same; prepare letter to Benton County, Washington Assessor re: fax charges for tax parcel ID numbers; confer with T. Dupuis re: easements located in Erie County, New York; telephone call to the Erie County, New York Assessor re: same; confer with T. Dupuis re: same.
Edward W. Zaelke	05/14/02	2.20	1,067.00	Telephone conference with T. Dupuis re final post-

June 28, 2002

Invoice # 1076141

Name	Date	Hours	Amount	Narrative
Thomas I. Dupuis	05/15/02	0.30	96.00	closing issues; review materials re same; review list of parties and leases requiring further approval. Telephone conversation with M. Wanich re title matters; correspondence with T. Eades re closing documents.
Lois S. LeBar	05/15/02	4.80	720.00	Confer with T. Dupuis re: preparation of index to real estate closing documents; review real estate closing documents; prepare index; confer with T. Dupuis re: same; revise real estate closing document index; confer with T. Dupuis re: missing real estate closing documents; review email from T. Dupuis re: same.
Thomas I. Dupuis	05/16/02	1.50	480.00	Review closing documents indices; correspondence with S. Daley and T. Eades re closing documents; review documents and prepare service list for bankruptcy motions.
Kenneth J. Langan	05/16/02	0.70	301.00	Email from E. Zaelke regarding AEP deal.
Lois S. LeBar	05/16/02	0.70	105.00	Telephone call from L. Friedland re: Texas properties identified on Assignment of Easements; revise same; telephone call to T. Dupuis re: same.
Thomas I. Dupuis	05/17/02	0.70	224.00	Telephone conversation with T. Eades re closing documents; correspondence with T. Eades re same; review documents and prepare service list for bankruptcy motions.
Kenneth J. Langan	05/17/02	1.80	774.00	Confer with E. Zaelke regarding AEP transaction; review emails regarding same; discuss with J. Lamb.
Lois S. LeBar	05/17/02	1.50	225.00	Review, organize and update files re: GE closing; confer with T. Dupuis re: same.
Thomas I. Dupuis	05/20/02	1.50	480.00	Review documents and prepare service list for bankruptcy motions; telephone conversations with L. Haynes and K. Fischer re same.
Kenneth J. Langan	05/20/02	3.00	1,290.00	Review AEP term sheet.
Lois S. LeBar	05/21/02	1.50	225.00	Review, organize and update closing documents and files.
Thomas I. Dupuis	05/22/02	0.50	160.00	Review and prepare comments to final closing documents index; telephone conversation with T. Eades re same; prepare letter to A. Berman re assignment of Great Lakes REIT leases.
Lois S. LeBar	05/22/02	2.00	300.00	Review, organize and update closing files and documents.
Thomas I. Dupuis	05/24/02	0.30	96.00	Correspondence with K. Fischer re contract schedules for bankruptcy motions; update schedules for same.
Thomas I. Dupuis	05/28/02	0.20	64.00	Correspondence with K. Fischer and M. Eilers re status of bankruptcy court approvals for assignments to GE Wind; telephone conversations with M. Wanich re title matters.
Lois S. LeBar	05/28/02	1.00	150.00	Telephone call from K. Olson re: petition for reconsideration; assemble file copy of Petition to Cure Delinquency and For Reconsideration of Recommendation to Cancel Awards Under Renewable Resources Program; prepare email to K. Olson re: same; telephone call to L. Haynes re: same.

June 28, 2002

Invoice # 1076141

Name	Date	Hours	Amount	Narrative
Development total:		360.70	114,296.50	
LITIGATION				
James I. Ham	05/03/02	0.30	135.00	Review status of Washington and Wisconsin matters.
Litigation total:		0.30	135.00	
MANAGEMENT				
M. S. Vargas	05/02/02	0.50	75.00	Legal Assistant Services for D. Lari: Conference with D. Lari regarding assignment; review email messages and prepare for meeting with client
M. S. Vargas	05/03/02	7.00	1,050.00	Legal Assistant Services for D. Lari: Prepare DMV transfer of title and related documentation at Enron; search DMV site for necessary forms and information; telephone call with DMV representative regarding corporate changes and purchase price; conference with A. Patino; conference with D. Lari; telephone call with DMV representative to verify information
M. S. Vargas	05/06/02	7.30	1,095.00	Legal Assistant Services for D. Lari: Prepare titles for vehicles for transfer to GE; conferences with A. Patino; conference with D. Lari
M. S. Vargas	05/07/02	5.70	855.00	Legal Assistant Services for D. Lari: Review e-mail message; analyze other states' requirements; prepare e-mail to J. Lamb; obtain New York form; prepare e-mail message to J. Lamb; telephone call to R. Hardenbrook; review e-mail from D. Lari and prepare reply thereto; prepare additional titles for vehicles for transfer to GE
M. S. Vargas	05/08/02	7.30	1,095.00	Legal Assistant Services for D. Lari: Prepare titles for vehicles for transfer to GE; prepare memorandum to J. Lamb; prepare transmittal letter to contact in Atlanta
M. S. Vargas	05/15/02	1.20	180.00	Legal Assistant Services for D. Lari: Conference with R. Hardenbrook; review additional titles; obtain necessary DMV forms; prepare filing with appropriate authority for transfers of titles to Minnesota vehicles
Management total:		29.00	4,350.00	
Total Hours		390.00		
Total Fees			118,781.50	

Disbursements:

June 28, 2002

Invoice # 1076141

Category	Date	Description	Amount
Document Retrieval	05/08/02	Parasec	55.00
Document Retrieval	05/16/02	Benton County Assessor Obtain tax parcel numbers	9.00
Travel-Trans. & Lodging			2,755.67
Travel Meals			10.26
Local Transportation			236.19
Local Meals			87.32
Duplicating			922.20
Outside Duplicating			85.26
Postage			4.01
Telephone			1,065.61
Telecopy			105.75
Courier			196.00
Air Delivery Services			320.38
Miscellaneous			6.55
Total Disbursements			5,859.20
Total Current Amount Due			\$124,640.70

(12975.069)**Victory Gardens I Repower Project****Legal Services:**

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Lois S. LeBar	03/06/02	0.80	120.00	Telephone call from E. Zaelke re: title policy for Victory Gardens; telephone call with E. Zaelke to Chicago Title re: same; telephone call to G. Mongolis at Chicago Title re: title policy for Victory Gardens project.
Lois S. LeBar	03/07/02	1.50	225.00	Telephone call from G. Mongolis re: Victory Gardens title policy; confer with D. Lari and E. Zaelke re: same; review emails from E. Zaelke re: affidavits; review same; telephone call to C. Wooten re: survey endorsements; review pro forma title policy and modified survey endorsement.
Lois S. LeBar	03/11/02	2.20	330.00	Confer with D. Lari re: mechanics' liens filed against Victory Garden property; review files re: affidavit regarding mechanics' liens; review current pro forma title policy re: survey endorsement; confer with E. Zaelke re: affidavits, survey endorsement and mechanics' liens; review Civil Code re: statute on mechanics' liens; confer with E. Zaelke re: preparation of affidavits for mechanics' liens.
Lois S. LeBar	03/12/02	2.00	300.00	Review forms of affidavits for mechanics' liens; review recorded mechanics' liens attached to current pro forma policy; prepare affidavit for mechanics' lien on Victory Garden property; revise same; telephone calls from D. Lari re: pro forma title policy and final policy.
Lois S. LeBar	03/13/02	0.50	75.00	Confer with E. Zaelke re: affidavits for Victory Garden project.
Lois S. LeBar	03/25/02	0.50	75.00	Confer with D. Lari re: Victory Garden title policy; confer with C. Apodoca re: same.
Lois S. LeBar	03/26/02	1.00	150.00	Confer with D. Lari re: Victory Garden title policy; review emails from E. Zaelke re: outstanding issues with affidavits; review pro forma title policy and mechanics' liens; review draft affidavits and Arnold & Porter comments; confer with D. Lari re: same.
Edward W. Zaelke	03/26/02	0.50	242.50	Telephone conference with D. Lari; review and revise title company affidavits; telephone conference with D. Lari re same.
Lois S. LeBar	03/27/02	0.30	45.00	Telephone call from C. Apodoca re: affidavits for mechanics' liens.
Support Staff Total:		2.00	0.00	
Development total:		11.30	1,562.50	
Total Hours		11.30		
Total Fees			1,562.50	

April 15, 2002

Invoice # 1076147

Disbursements:

Category	Date	Description	Amount
Duplicating			28.80
Telephone			27.23
Telecopy			66.00
Total Disbursements			122.03
Total Current Amount Due			\$1,684.53

May 20, 2002

Invoice # 1076149

(12975.024)
Storm Lake I

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Heather Blackinton-Herd	N. 04/02/02	0.50	82.50	Conference with D. Lari and B. Jared re Riley easement; sent Riley easement to B. Jared for approval.
David P. Lari	04/03/02	2.20	550.00	Meet with H. Blackinton-Herd; MidAmerican closing matters; telephone conference with D. Lyford at Dickinson MacKaman regarding Riley amendment; review and revise closing documents.
Heather Blackinton-Herd	N. 04/04/02	1.00	165.00	Conference with B. Jared re Riley case and closing documents; conference with D. Lari and B. Jared re closing documents; revise closing documents for new dates and sent to B. Jared.
David P. Lari	04/04/02	2.00	500.00	Meet with H. Blackinton-Herd; MidAmerican closing matters; telephone conference with D. Lyford at Dickinson MacKaman regarding Riley amendment; review and revise closing documents.
Arturo Patino	04/15/02	0.50	75.00	Work re letter to Kris Cheh (O'Melveny) sending the SLI Easements; work re preparation of enclosures.
Heather Blackinton-Herd	N. 04/18/02	0.20	33.00	Conference B. Jared re MidAmerican documents and short conference with D. Lari re same.
David P. Lari	04/23/02	0.30	75.00	Review comments by B. Jared to MidAmerican documents.
Development total:		6.70	1,480.50	
Total Hours		6.70		
Total Fees			1,480.50	

Disbursements:

Category	Date	Description	Amount
Duplicating			58.80
Postage			1.60
Telephone			19.38
Telecopy			83.75
Courier			12.75
Total Disbursements			156.28

Total Current Amount Due **\$1,636.78**

**(12975.039)
General Litigation****Legal Services:**

Name	Date	Hours	Amount	Narrative
LITIGATION				
Brian K. Condon	04/01/02	0.30	126.00	(Storm Lake) Review of mechanics' liens from Buena Vista County, Iowa; letter to L. Haynes re same.
James I. Ham	04/01/02	0.50	225.00	Communications with counsel regarding Dallas & Mavis complaint.
Brian K. Condon	04/03/02	0.70	294.00	(Storm Lake) Telephone conference with M. Sosland (bankruptcy counsel) re response to mechanics' liens on project; telephone conference with J. Ham re same; email to M. Sosland re background of mechanics' liens and underlying obligations.
James I. Ham	04/03/02	0.30	135.00	Telephone call to Brian Rosen regarding Dallas & Mavis matter (voice message).
James I. Ham	04/05/02	0.50	225.00	Telephone conference with T. Dupuis regarding Anderson lawsuit in Washington; Telephone call to plaintiff's counsel in Anderson lawsuit regarding bankruptcy filing.
James I. Ham	04/08/02	0.20	90.00	Telephone call to M. Sosland regarding Anderson and Dallas & Mavis cases.
James I. Ham	04/09/02	0.50	225.00	Attempt to reach Enron Wind bankruptcy counsel regarding pending matters; Telephone call to E. Zaelke.
James I. Ham	04/11/02	0.50	225.00	Review pleadings in Dallas & Mavis matter regarding court hearing dates; Communication with Counsel in the Dallas & Mavis matter regarding proceedings in light of bankruptcy filing; Communication with bankruptcy counsel regarding same.
James I. Ham	04/15/02	0.30	135.00	Telephone calls to bankruptcy counsel.
Brian K. Condon	04/17/02	0.30	126.00	Review status of Storm Lake mechanics' lien problem, and telephone conference to M. Sosland (bankruptcy counsel) re same.
James I. Ham	04/17/02	0.20	90.00	Telephone call to Brian Rosen (Bankruptcy Counsel for Enron) regarding pending litigation.
James I. Ham	04/18/02	0.30	135.00	Attempt to contact bankruptcy counsel; Prepare e-memo to E. Zaelke regarding same.
Brian K. Condon	04/19/02	0.50	210.00	Conference with D. Lari and telephone conference with V. Davies re clearance of liens on Storm Lake properties.
Brian K. Condon	04/24/02	0.50	210.00	(Storm Lake) Telephone conference with D. Law re status of Storm Lake mechanics' liens; prepare letter to Truck Crane Service counsel re notice of bankruptcy stay.
James I. Ham	04/29/02	0.50	225.00	Telephone conference with Enron New York Bankruptcy Council regarding Dallas & Mavis and Washington State Court cases.
James I. Ham	04/30/02	0.20	90.00	Review file regarding status of Dallas & Mavis and

May 20, 2002

Invoice # 1076150

Name	Date	Hours	Amount	Narrative
				Washington matters; Transmit pleadings to Enron bankruptcy counsel.
		Litigation total:	6.30	2,766.00
Total Hours		6.30		
Total Fees			2,766.00	

Disbursements:

Category	Date	Description	Amount
Westlaw Research			343.62
Duplicating			42.45
Postage			4.74
Telephone			7.91
Telecopy			2.25
Total Disbursements			400.97
Total Current Amount Due			\$3,166.97

May 20, 2002

Invoice # 1076151

(12975.054)
National Wind Power Ltd.

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	04/16/02	0.30	96.00	Telephone conversation with K. Anderson re instructions to SunTrust re escrow documents; review Simon Wells letter re same.
Thomas I. Dupuis	04/22/02	0.20	64.00	Telephone conference with K. Anderson re release of mechanics lien escrow funds.
Development total:		0.50	160.00	
Total Hours		0.50		
Total Fees			160.00	
Total Current Amount Due				\$160.00

(12975.069)**Victory Gardens I Repower Project****Legal Services:**

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Lois S. LeBar	04/05/02	2.70	405.00	Confer with D. Lari re: Victory Garden Title policy; review voicemail from E. Zaelke re: revisions to affidavits; revise same; review underlying documents re: grant of easements; review mechanics' liens attached to pro forma title policy; confer with D. Lari and E. Zaelke re: same; revise affidavits; prepare redlines of documents; confer with D. Lari; prepare email to G. Mongolis re: same.
Lois S. LeBar	04/08/02	0.80	120.00	Confer with D. Lari re: Victory Garden title policy; telephone call to G. Mongolis re: same; confer with D. Lari re: same.
Lois S. LeBar	04/10/02	0.50	75.00	Confer with D. Lari re: Victory Garden title policy and response from G. Mongolis to affidavits; prepare email to G. Mongolis re: same.
Lois S. LeBar	04/15/02	0.70	105.00	Confer with D. Lari re: Victory Garden title policy; telephone call to Chicago Title re: same; confer with E. Zaelke re: same.
Lois S. LeBar	04/18/02	1.30	195.00	Confer with D. Lari re: Victory Garden title policy; confer with C. Apodoca re: same; telephone call from C. Apodoca re: email from Chicago Title Company; telephone call to L. Haynes re: same; prepare email to L. Haynes re: same.
Lois S. LeBar	04/22/02	0.50	75.00	Telephone call from E. Zaelke re: Victory Garden title; assemble emails and affidavits; confer with E. Zaelke re: same; telephone call to C. Wooten re: feeder line #5.
Edward W. Zaelke	04/22/02	0.30	145.50	Conference with L. LeBar re requests from title company.
Lois S. LeBar	04/25/02	0.70	105.00	Telephone call from C. Wooten re: status of Victory Garden title; prepare email to E. Zaelke and D. Lari re: same.
Lois S. LeBar	04/29/02	1.80	270.00	Confer with D. Lari re: mechanics' lien on Victory Garden property; telephone calls with C. Wooten at Cox, Castle re: same; telephone call to Chicago Title re: same; confer with D. Lari; research re: location of beneficiary on deed of trust; review California Secretary of State website re: same; review information; confer with D. Lari re: same.
Lois S. LeBar	04/30/02	0.70	105.00	Review emails from D. Lari re: documents requested by G. Mongolis; prepare email to T. Dupuis re: same; confer with T. Dupuis re: same.
Development total:		10.00	1,600.50	
Total Hours		10.00		

May 20, 2002

Invoice # 1076152

Name	Date	Hours	Amount	Narrative
Total Fees			1,600.50	

Disbursements:

Category	Date	Description	Amount
Duplicating			18.75
Telephone			0.82
Total Disbursements			19.57
Total Current Amount Due			\$1,620.07

May 20, 2002

Invoice # 1076153

(12975.136)

Sale of Existing Wing Projects

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Edward W. Zaelke	04/01/02	0.50	242.50	Telephone conference with sale of assets; draft e-mail re same.
Edward W. Zaelke	04/04/02	0.50	242.50	Review materials re notice of default in Iowa; telephone conference with B. Rife re same; draft and revise letter re same.
Edward W. Zaelke	04/05/02	0.20	97.00	Review Iowa easement; telephone conference with J. Lamb re same.
Arturo Patino	04/22/02	0.50	75.00	Work re retrieval of the following documents per TID: Victory Garden Repower Title Policy, 251 Project Windsystem Management Agreement & Amendment, VG IV Windsystem Management Agreement Subcontract and Hawaii draft of Power Purchase Agreement.
Arturo Patino	04/25/02	2.00	300.00	Work re search for Power Purchase Agreement between EWSI & EWDC re Seymour Lazar property per EWZ.
Development total:		3.70	957.00	
Total Hours		3.70		
Total Fees			957.00	

Disbursements:

Category	Date	Description	Amount
Duplicating			83.55
Telephone			4.23
Telecopy			17.25
Total Disbursements			105.03
Total Current Amount Due			\$1,062.03

(12975.137)
Issues Re GE Transaction

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	04/01/02	3.20	1,024.00	Prepare GE transfer documents; review documents re same; conference with E. Zaelke re same; correspondence with S. Farnsworth and L. Haynes re same.
David P. Lari	04/01/02	4.80	1,200.00	GE closing matters; review land documents and update chart of undeveloped land documents; telephone conference with L. Haynes.
Edward W. Zaelke	04/01/02	2.80	1,358.00	Conference with T. Dupuis re asset transfer issues; review materials re same; telephone conference with L. Haynes re same.
Heather Blackinton-Herd	N. 04/02/02	1.30	214.50	Conference with E. Zaelke and T. Dupuis re Enron-GE transfer documents; revise transfer documents as per E. Zaelke's instructions.
Thomas I. Dupuis	04/02/02	4.00	1,280.00	Prepare GE transfer documents; review documents re same; conference with E. Zaelke re same; conference with A. Patino re Honduras documents; prepare letter to S. Farnsworth re same; correspondence with S. Farnsworth and T. Smith re transfer issues.
David P. Lari	04/02/02	4.00	1,000.00	GE closing matters; review land documents and update chart of undeveloped land documents; telephone conference with L. Haynes; meet with A. Patino; review Storm Lake and Lake Benton Assignment documents.
Arturo Patino	04/02/02	3.00	450.00	Work re review of Honduras land right documents to be sent to Paul Hastings firm.
Edward W. Zaelke	04/02/02	3.70	1,794.50	Review and revise documents to transfer Tehachapi assets; telephone conference with L. Haynes; conference with D. Lari and T. Dupuis; telephone conference with J. Lamb re O&M Agreement; review same; prepare exhibits re same.
Thomas I. Dupuis	04/03/02	5.30	1,696.00	Prepare GE transfer documents; review documents re same; telephone conversations with K. Nobles, S. Farnsworth and T. Smith re transfer issues; review updated closing agenda; telephone conversation with K. Walsh re assumption of leases and contracts; review list of assumed leases and contracts; correspondence with S. Farnsworth and T. Smith re transfer documents.
David P. Lari	04/03/02	1.70	425.00	GE closing matters; review land documents and update chart of undeveloped land documents; telephone conference with L. Haynes; meet with A. Patino; review Storm Lake and Lake Benton Assignment documents.
Arturo Patino	04/03/02	2.00	300.00	Work re review of Honduras Land Right Documents to be sent to Paul Hastings.
Edward W. Zaelke	04/03/02	2.00	970.00	Conference with T. Dupuis re transfers and related

Name	Date	Hours	Amount	Narrative
Thomas I. Dupuis	04/04/02	8.20	2,624.00	documentns; review and revise documents re same; telephone conference with GE's counsel re same. Prepare GE transfer documents; review documents re same; telephone conversations with S. Farnsworth and T. Smith re transfer issues; telephone conversation with K. Fischer re assumption of leases and contracts, other bankruptcy issues; correspondence with K. Fischer re same; prepare request for consent for MN leases; correspondence with M. Eilers re same; meeting with J. Lamb and E. Zaelke re transfer issues; conference with D. Lari re Sky River transfer issues; correspondence with S. Farnsworth and T. Smith re transfer documents.
Kenneth J. Langan	04/04/02	1.00	430.00	(Honduras). Review contract provisions (in Spanish); confer with A. Patino regarding same; follow-up with T. Dupuis regarding same.
David P. Lari	04/04/02	3.30	825.00	GE Closing matters; review Sky River documents, easements and maps; meet with T. Dupuis.
Arturo Patino	04/04/02	0.50	75.00	Work re review and discussion of Honduras land right documents with Kenneth Langan and Thomas Dupuis.
Edward W. Zaelke	04/04/02	2.00	970.00	Conference with T. Dupuis re GE real estate transfers; conference with T. Dupuis and J. Lamb re same; review AEP title on Minnesota properties.
Heather N. Blackinton-Herd	04/05/02	1.20	198.00	Telephone conference with various permitting agencies re permits to transfer upon sale of assets business to GE; memo to E. Zaelke re transfer or permits.
Thomas I. Dupuis	04/05/02	8.50	2,720.00	Prepare GE transfer documents; review documents re same; telephone conversations with S. Farnsworth and T. Smith re transfer issues; telephone conversations with K. Nobles re easement issues; telephone call to M. Lueder re prototype turbines; telephone conversation with M. Eilers re consent for MN leases; correspondence with M. Eilers re same; correspondence with S. Parel re transfer issues; telephone conversation with J. Ham re Anderson-WA lawsuit.
Kenneth J. Langan	04/05/02	0.20	86.00	Follow-up with A. Patino.
David P. Lari	04/05/02	5.70	1,425.00	Meet with T. Dupuis; review Sky River maps and easements; telephone conference with L. Haynes; draft Sky River Grant Deed and assignments of access rights.
Edward W. Zaelke	04/05/02	5.00	2,425.00	Telephone conference with J. Lamb re GE issues; telephone conference with T. Dupuis, S. Farnsworth and T. Smith re GE transaction; review and revise transfer documents.
Thomas I. Dupuis	04/06/02	4.80	1,536.00	Prepare GE transfer documents; review documents re same; prepare closing checklist; conference with D. Lari re Sky River documents.
David P. Lari	04/06/02	9.50	2,375.00	Telephone conference with E. Zaelke re Sky River documents; draft Sky River grant deed to GE Wind Power and assignment of access rights to Sky River land; review underlying easement project documents and maps of Sky River.

Name	Date	Hours	Amount	Narrative
Edward W. Zaelke	04/06/02	2.30	1,115.50	Review and revise assignment documents; telephone conference with D. Lari re same.
Heather Blackinton-Herd	N. 04/08/02	2.30	379.50	Conference with various OSHA officials re permits and revise memo and send to E. Zaelke, P. Showalter at Paul Hastings; conference with various California and Federal EPA officials re EPA ID numbers.
Thomas I. Dupuis	04/08/02	6.70	2,144.00	Prepare GE transfer documents; review documents re same; updated closing checklist; telephone conversations with K. Nobles, L. Haynes and J. Lamb re transfer issues; update easement schedule; review PHJW documents; telephone conversation with C. Simon re Canada easement; correspondence with T. Smith and S. Farnsworth re easement issues; conference call with T. Smith and S. Farnsworth re same; telephone conversation with S. Parel re transfer issues.
Lois S. LeBar	04/08/02	4.50	675.00	Confer with T. Dupuis; review closing checklist for GE transaction; prepare labels for closing folders; organize closing folders; confer with T. Dupuis re: additional closing matters; review documents received from Enron re: discrepancies with chart of easements and other land rights relating to undeveloped land.
Arturo Patino	04/08/02	1.00	150.00	Work re preparation of Storm Lake I Windpark, Collection & Franchise Easements' copies for Mission Iowa per Julie Delahay.
Edward W. Zaelke	04/08/02	6.20	3,007.00	Review and revise real estate transfer and easement documents; conference with D. Lari and T. Dupuis re same; telephone conference with T. Smith, S. Farnsworth and T. Dupuis re real estate transfers.
Heather Blackinton-Herd	N. 04/09/02	5.70	940.50	Telephone conference with Minnesota EPA re Application for ID number; revise permit memo with EPA instructions and send to P. Wiley with message and fax; proofread assignment document exhibits from Paul Hastings for proper document party names and conference with T. Dupuis re discrepancies in exhibit; conference with E. Zaelke and D. Lari re permit transfers; conference with E. Zaelke and D. Smith at Enron Wind Corp. re permits; message to P. Showalter re permits.
Thomas I. Dupuis	04/09/02	10.00	3,200.00	Prepare GE transfer documents; review documents re same; updated closing checklist; telephone conversations with T. Smith and L. Haynes re transfer issues, Wind Stream Properties issues; review PHJW documents; confer with L. LeBar and H. Blackinton-Herd re same; correspondence with J. Schechter re Canada easement; telephone conversations with J. Schechter re same; correspondence with L. Haynes, T. Smith and S. Farnsworth re easement issues; prepare EWDC and ZPI closing resolutions.
Lois S. LeBar	04/09/02	7.20	1,080.00	Confer with T. Dupuis re: review of schedules on assignments; review schedules and compare information on chart regarding easements and other

Name	Date	Hours	Amount	Narrative
				land rights relating to undeveloped land; revise schedules; confer with T. Dupuis re: discrepancies; revise schedules; confer with T. Dupuis re: form resolutions for sale of real property; review files re: same; confer with T. Dupuis; update closing checklist; prepare document folders for closing; confer with T. Dupuis re: assignment documents; review schedules on assignment documents and documents identified on chart of easements with T. Dupuis.
Arturo Patino	04/09/02	2.50	375.00	Work re preparation of Storm Lake I Project Windpark, Collection & Franchise Easements' copies for Mission Iowa per Julie Delahay.
Edward W. Zaelke	04/09/02	8.80	4,268.00	Telephone conference with J. Lamb re proposed O&M Agreement; review same; telephone conference with E. Gadd, J. Lamb, B. Bell, J. Maurer and M. Miller re proposed O&M Agreement; telephone conference with J. Maurer, M. Miller, B. Bell and J. Lamb re same; telephone conference with S. Parel and Paul Hastings and GE re same and particular goals in O&M Agreement.
Edward W. Zaelke	04/09/02	0.70	339.50	Conference with T. Dupuis re asset transfers; review and revise documents re same.
Heather N. Blackinton-Herd	04/10/02	3.50	577.50	Conference with P. Showalter and L. Rushton at Paul Hastings repermits; conference with permit officials at Lake Benton I & II re EPA ID numbers; conference with T. Dupuis re permits; organize concerns of L. Rushton for relay to D. Smith.
Thomas I. Dupuis	04/10/02	8.50	2,720.00	Prepare GE transfer documents; review documents re same; telephone conversations with T. Smith and L. Haynes re transfer issues, Wind Stream Properties issues; review PHJW documents; correspondence with T. Smith and S. Farnsworth re same; telephone conversations with L. Haynes and K. Cousineau re permitting issues; confer with H. Blackinton-Herd re same; correspondence with L. Haynes, T. Smith and S. Farnsworth re easement issues; review EWDC and ZPI closing resolutions; telephone conversations with T. Eades re same; telephone conversation with V. Davies re transfer of Honduras and Mexico projects; telephone conversations with L. Haynes, J. Lamb and S. Parel re prototype turbine issues; conference call with T. Smith and S. Farnsworth.
David P. Lari	04/10/02	6.00	1,500.00	Meet with T. Dupuis regarding Sky River documents; review Hansen Easement agreements and site maps; telephone conference with L. Haynes regarding access to Hansen property being conveyed to GE; telephone conference with S. Labbee; draft assignment of Hansen Easement specifying allocation of costs for maintenance of roads.
Lois S. LeBar	04/10/02	5.30	795.00	Confer with T. Dupuis re: revisions to real property disclosure schedules to Purchase and Sale Agreement; review chart of easements and other land rights relating to undeveloped land and real

Name	Date	Hours	Amount	Narrative
				property disclosure schedule re: confirmation of landowners, type of land rights agreement and date of agreement; revise real property disclosure schedule; confer with T. Dupuis re: additional questions; telephone calls with K. Nobles re: additional documents; review easements and memoranda of easements for additional properties; revise chart of easements and other land rights relating to undeveloped land; review and revise closing checklist; revise folders for closing documents; prepare additional closing folders for documents.
Arturo Patino	04/10/02	3.50	525.00	Work re preparation of Storm Lake I Project Windpark, Collection & Franchise Easements' copies for Mission Iowa per Julie Delahay.
Edward W. Zaelke	04/10/02	2.80	1,358.00	Review and revise proposed O&M Agreement form; telephone conference with J. Maurer re same; telephone conference with J. Lamb re same; draft e-mails re same.
Edward W. Zaelke	04/10/02	3.00	1,455.00	Review Purchase Agreement; conference with T. Dupuis re Tehachapi transfer issues; telephone conference with D. Smith and S. Farnsworth.
Heather Blackinton-Herd	N. 04/11/02	1.50	247.50	Conference with L. Rushton re environmental permit matters; fax information to L. Rushton; research re transfer tax.
Thomas I. Dupuis	04/11/02	8.30	2,656.00	Update closing checklist; review PHJW documents and comments; telephone conversations with T. Smith and K. Nobles re transfer issues; correspondence with T. Smith and S. Farnsworth re same; review and revise transfer documents; telephone conversations with K. Nobles and M. Eilers re consents; telephone conversation with J. Schachter re Canada easement; conference call with T. Smith and S. Farnsworth re comments to transfer documents.
Lois S. LeBar	04/11/02	1.50	225.00	Confer with T. Dupuis re: IRS and Franchise Tax Board forms for the transfer of property in California; review IRS and Franchise Tax Board websites re: same; confer with T. Dupuis; review IRS website re: use of computer generated forms; confer with T. Dupuis re: forms for transfer of property in New York; review New York State website re: same; confer with T. Dupuis re: same.
Edward W. Zaelke	04/11/02	4.20	2,037.00	Review and revise O&M Agreement form; telephone conference with J. Lamb re same; telephone conference with M. Miller re same; telephone conference with J. Maurer and B. Bell; draft email to M. Lueter.
Edward W. Zaelke	04/11/02	1.50	727.50	Telephone conference with T. Dupuis, D. Smith and S. Farnsworth re transfer issues; review materials re same.
Heather Blackinton-Herd	N. 04/12/02	0.50	82.50	Telephone conference with D. Smith and L. Rushton re permit issues.
Thomas I. Dupuis	04/12/02	6.00	1,920.00	Review PHJW documents and comments; telephone conversations with T. Smith and K. Nobles re transfer issues; telephone conversation

Name	Date	Hours	Amount	Narrative
Lois S. LeBar	04/12/02	3.70	555.00	with J. Lamb and D. Koogler re Iowa easement; correspondence with D. Koogler re same; correspondence with T. Smith and S. Farnsworth re transfer issues; review and revise transfer documents; telephone conversation with T. Katz re Canada easement issues; correspondence with L. Haynes re same; conference call with T. Smith and S. Farnsworth re comments to transfer documents. Review email from T. Dupuis re: New York transfer tax forms; review New York State website re: same; prepare email to Paul Hastings re: Real Property Transfer Report RP-5217; confer with T. Dupuis re: Storm Lake easement; review files re: assignment of easements; confer with A. Patino and T. Dupuis re: same; telephone call to the New York Department of State re: Combined Real Estate Transfer Tax Return; review instructions re: same; review email from Paul Hastings re: New York transfer tax forms; prepare fax to Paul Hastings, New York re: transfer tax forms; telephone call from Paul Hastings re: New York transfer tax forms; confer with T. Dupuis re: list of easements for Enron Wind Systems, Inc. and Enron Wind Development Corp.; review chart re: easements and other land rights relating to undeveloped land.
Edward W. Zaelke	04/12/02	1.00	485.00	Conferece with T. Dupuis re Tehachapi; easement issues; review materials re same; telephone conference with L. Haynes re same.
Thomas I. Dupuis	04/13/02	2.00	640.00	Review PHJW documents and comments; review documents re Tehachapi historical projects and consider issues re same; prepare memorandum re open issues.
Edward W. Zaelke	04/13/02	0.30	145.50	Review issue re environmental permits.
Heather N. Blackinton-Herd	04/15/02	0.30	49.50	Receive and review information re permits requested from D. Smith.
Thomas I. Dupuis	04/15/02	4.20	1,344.00	Review PHJW documents and comments; review documents re Tehachapi historical projects and consider issues re same; telephone conversation with K. Walsh re assumption and assignment of Lazar easement, Tehachapi hangar lease; telephone conversation with S. Parel re real estate transfer issues; telephone conversation with J. Lamb and M. Lueder re prototype issues; conference call with S. Farnsworth and T. Smith re real estate issues.
Lois S. LeBar	04/15/02	1.30	195.00	Confer with T. Dupuis re: New York State transfer tax forms and calculation of tax; review New York State website re: calculation of tax on options.
Edward W. Zaelke	04/15/02	1.20	582.00	Review summary memo prepared by T. Dupuis; conference with T. Dupuis re same; telephone conference with J. Lamb and T. Dupuis.
Heather N. Blackinton-Herd	04/16/02	2.70	445.50	Message to L. Rushton re permits; message to T. Dupuis re permits, transfer tax; review transfer tax research; conference with T. Dupuis re transfer tax; further research re transfer tax and memo to T. Dupuis re further research on transfer tax.

Name	Date	Hours	Amount	Narrative
Thomas I. Dupuis	04/16/02	5.00	1,600.00	Review PHJW documents and comments; update closing checklist; correspondence with S. Farnsworth re real estate transfer issues; conference call with S. Farnsworth and T. Smith re same; meeting with S. Farnsworth re Sky River easement issues; conference call with S. Parel and J. Lamb re real estate transfer issues.
David P. Lari	04/16/02	1.30	325.00	Telephone conference with V. Davies regarding Kel Anderson Easement; telephone call with O'Melveny counsel regarding such easement; review Kel Anderson Easement and assignment documents for Storm Lake I Project.
Lois S. LeBar	04/16/02	1.20	180.00	Review email from T. Dupuis re: Washington transfer tax; review State of Washington website re: same; confer with D. Lari re: Storm Lake I easement; review documents re: same; confer with T. Dupuis re: same.
Edward W. Zaelke	04/16/02	0.80	388.00	Telephone conference with T. Dupuis, T. Smith and S. Farnsworth re real estate issues.
Thomas I. Dupuis	04/17/02	4.00	1,280.00	Review technical services agreement and correspondence with S. Parel re same; telephone conversations with L. Haynes and K. Nobles re real estate transfer issues; review PHJW documents and comments; update closing checklist; correspondence with S. Farnsworth re real estate transfer issues; telephone conversation with S. Farnsworth re same; revise Tehachapi easement agreement; telephone conversation with S. Parel re closing issues; telephone calls to T. Katz and G. Gabrio re transfer issues; telephone conversation with S. Wasowski re prototype turbine issues.
Thomas I. Dupuis	04/18/02	7.30	2,336.00	Revise transfer documents; telephone conversation with S. Parel re closing issues; telephone conversations with J. Lamb, J. Maurer and S. Wasowski re prototype turbine issues; conference calls with GE, PHJW re same; conference call with T. Smith and S. Farnsworth re real estate transfer issues; telephone calls to K. Nobles, G. Gabrio re same; prepare inserts to prototype revenue and expense allocation agreement; conference with D. Lari re revisions to easements for historical projects.
David P. Lari	04/18/02	1.20	300.00	Meet with H. Blackinton-Herd to discuss comments by B. Jared of MidAmerican; review documents and comments; telephone call with B. Jared; meet with T. Dupuis regarding Sky River documents; GE closing matters.
Lois S. LeBar	04/18/02	0.30	45.00	Confer with T. Dupuis re: status of GE transaction.
Heather Blackinton-Herd	N. 04/19/02	2.50	412.50	Forward D. Smith's replies to permit questions to L. Rushton; sent EPA ID information from D. Smith to L. Rushton; draft letter to property owner re termination of option and easement; draft consent to assignment re city of Tehachapi grant deed research.
Thomas I. Dupuis	04/19/02	9.50	3,040.00	Conference call with D. Koogler, J. Lamb, S. Parel re real estate closing issues; conference call with

Name	Date	Hours	Amount	Narrative
Lois S. LeBar	04/19/02	3.20	480.00	Enron re O&M agreements; telephone conversations with S. Wasowski re same; telephone conversations with S. Parel re closing matters; conference call with S. Farnsworth and T. Smith re real estate transfer issues; review PHJW draft documents; telephone conversation with S. Farnsworth re same; update closing checklist; telephone call to K. Fischer re bankruptcy issues; revise real estate transfer documents. Confer with D. Lari re: documents requested by Paul Hastings; review files re: same; confer with A. Patino re: same; telephone call to K. Nobles re: budgets; confer with H. Herd re: notarial acknowledgment for signature witnessed in Germany; review Notary Reference Manual re: same; telephone calls to the German consulate re: notarization of Affidavits and Lien Waivers; confer with T. Dupuis re: preparation of additional checklist for recorded documents, counties and due diligence materials.
Edward W. Zaelke	04/19/02	5.00	2,425.00	Telephone conference with internal counsel re daily update call; telephone conference with internal group re O&M Agreement; review materials.
Thomas I. Dupuis	04/20/02	8.50	2,720.00	Revise real estate transfer documents; review and prepare comments to PHJW documents; telephone conversation with T. Smith re same; telephone conversation with E. Zaelke re O&M issues; prepare memorandum re same; conference with D. Lari re historical Tehachapi easements.
David P. Lari	04/20/02	9.50	2,375.00	Meet with T. Dupuis; draft first amendment to 251 Easement Agreement; draft first amendment to Victory Garden Phase IV windpark easement; review right-of-way agreement with 85-A and 85-B partners; draft amendment and restated right-of-way agreement; GE closing matters.
Edward W. Zaelke	04/20/02	1.20	582.00	Review O&M issues; conference with T. Dupuis re list of open issues; review documents.
Thomas I. Dupuis	04/21/02	6.00	1,920.00	Revise real estate transfer documents; review and prepare comments to PHJW documents; telephone conversation with T. Smith re same.
Edward W. Zaelke	04/21/02	6.30	3,055.50	Review Transaction Services Agreement and Technical Advisory Agreement; telephone conference with all parties to negotiate O&M Agreement, Technical Advisory Agreement and Transition Services Agreement.
Heather Blackinton-Herd	N. 04/22/02	1.30	214.50	Draft letter from EWC re Air Permits; message to L. Rushton re Air Permits; conference with L. Rushton re Air Permit transfer letter and forward letter to D. Smith for signature.
David P. Lari	04/22/02	7.50	1,875.00	Review lien releases sent by D. Lyford of Dickinson Machaman; telephone conference with D. Lyford regarding lien releases; telephone conference with county recorder in Lincoln County, Minnesota regarding release of J. Weber lien; draft e-mail to V. Davies; review and revise first amendment to 251 easement; review and revise Victory Garden Phase

Name	Date	Hours	Amount	Narrative
Lois S. LeBar	04/22/02	6.50	975.00	IV easement; review and revise right-of-way easement; GE closing matter. Confer with T. Dupuis re: Enron closing matters; telephone call to LandAmerica re: tax forms; prepare email to M. Canning re: transfer of options in State of New York; prepare email to LandAmerica re: tax forms; review closing checklist re: recorded documents; prepare additional checklist re: due diligence materials required for recordation; review and revise checklist.
Kathryn E. Olson	04/22/02	2.30	736.00	Conference with E. Zaelke re CEC grant program and review documentation re same.
Edward W. Zaelke	04/22/02	9.00	4,365.00	Review documents relating to prototypes; attend daily conference call re status and closing; review and revise easement documents; conference call to discuss proposed revisions to O&M Agreement; telephone conference with J. Lamb re same.
Heather Blackinton-Herd	N. 04/23/02	0.50	82.50	Drft consent to assignment (Wallace).
David P. Lari	04/23/02	5.30	1,325.00	Review GE comments to Sky River documents from S. Farnsworth; review request for documents by S. Farnsworth; meet with T. Dupuis and A. Patino to discuss documents; review Tehachapi title report; telephone conference with L. Haynes regarding documents being transferred to GE; review documents to be sent to S. Farnsworth as part of diligence review; GE closing matters.
Lois S. LeBar	04/23/02	7.50	1,125.00	Confer with T. Dupuis re: preparation of tax forms for Washington, New York and California conveyances; review Washington easements re: information required for exhibit to Real Estate Excise Tax Affidavit; identify same; confer with Y. Rios re: preparation of exhibit; telephone calls to the New York Department of Revenue and Finance re: transfer of options and completion of Real Estate Excise Tax Affidavit; telephone calls with the Delaware, Chautauqua, Erie and Steuben county recorders re: completion of real estate tax forms and creation of schedules; telephone calls with the Delaware, Chautauqua, Erie and Steuben real property records re: tax parcel numbers for New York properties; telephone call to K. Nobles re: same; telephone call to P. Romero re: payment of New York real estate transfer tax on unexercised options; prepare attachment to Steuben County real estate tax form.
Kathryn E. Olson	04/23/02	4.20	1,344.00	Review documentation re CEC program and Enron's projects. Phone calls with L. Haynes and L. Friedland. Conference with E. Zaelke and phone call to L. Haynes re proposal to extend time to submit responses to CEC.
Arturo Patino	04/23/02	4.50	675.00	Work re document retrieval for Steven Farnsworth (Paul Hastings) per TID; work re email to Maria Vijay requesting documents; work re letter to Steven Farnsworth sending documents.
Edward W. Zaelke	04/23/02	7.50	3,637.50	Review closing checklist; attend conference call to

Name	Date	Hours	Amount	Narrative
Heather Blackinton-Herd	N. 04/24/02	4.00	660.00	discuss outstanding issues; telephone conference with J. Lamb and E. Gadd re O&M issues; telephone conference to discuss prototype transfers; confrence with T. Dupuis re same. Create chart from EPC Agreements re spare parts; forward to L. Rushton's request for information to D. Smith; conference with D. Smith re requested information.
Kenneth J. Langan	04/24/02	0.30	129.00	Locate and transmit to T. Dupuis copy of PSCo PPA.
David P. Lari	04/24/02	5.00	1,250.00	Draft letter agreement between Enron Wind and GE Wind regarding supply of spare parts for wind turbine generators; meet with T. Dupuis; meet with E. Zaelke; meet with B. Condon regarding mechanic's lien issues of Storm Lake and Lake Benton projects.
Lois S. LeBar	04/24/02	2.80	420.00	Telephone calls to the Chautauqua, Delaware, Erie and Steuben County, New York recorders re: preparation of schedules for Combined Real Estate Transfer Tax Returns; telephone call with P. Romano re: payment of tax on unexercised options; confer with T. Dupuis re: same; prepare schedules for New York Combined Real Estate Transfer Tax Returns; telephone calls to the Chautauqua, Delaware, Erie and Steuben County, New York assessors re: tax parcel numbers; telephone call to K. Nobles re: same.
Lois S. LeBar	04/24/02	3.00	450.00	Review Anderson easement re: discrepancy with county identified in document and on legal description; prepare email to K. Nobles re: same; telephone calls to Benton, Klickitat, Yakima and Kittitas Washington recorders re: preparation of schedules for Real Estate Excise Tax Affidavit; telephone call to Washington county assessors re: tax parcel numbers; confer with T. Dupuis re: Ontario, Canada tax transfer form; review Ontario, Canada website re: same; telephone call to CT Corporation re: same; telephone calls with Parasec re: same; telephone call to Parasec (Canada) re: tax form; revise schedules to New York tax forms.
Kathryn E. Olson	04/24/02	3.50	1,120.00	Phone call to L. Haynes. Phone calls with E. Zaelke re request for extension from CEC. Conference with T. Dupuis re status of matter, background of GE transaction, strategy for discussions with GE re awards. Review guidebooks re restrictions on transferability of awards. Phone call to T. Dupuis re same.
Edward W. Zaelke	04/24/02	8.70	4,219.50	Attend conference call to discuss status and closing issues; review and revise real estate documents; telephone conference with E. Gadd, J. Lamb and D. Orban re insurance and commercial issues with O&M Agreement; conference call with all parties re same; draft and revise turbine side letter agreement.
Heather Blackinton-Herd	N. 04/25/02	3.70	610.50	Comple various permitting information from D. Smith and send to L. Rushton; research re statute

Name	Date	Hours	Amount	Narrative
Thomas I. Dupuis	04/25/02	16.00	5,120.00	of frauds; proofread assignment and assumption agreements. Review and revise real estate transfer documents; conference call with client re same, closing matters; conference call with PHJW, Goodmans, B. Wapner re Canadian tax issues; telephone conversations with J. Woodham re same; telephone conversations with L. Haynes re real estate issues; update closing checklist; review and prepare comments to PHJW documents; multiple telephone conversations with T. Smith and S. Farnsworth re same; conference with E. Zaelke and D. Lari re transfer issues, PHJW documents, Lazar easement; conference with K. Olson re CEC grant issues; correspondence with T. Smith and S. Farnsworth re real estate transfer issues; telephone conversation with J. Babb re prototype turbine billings; telephone conversation with J. Lamb re same, closing matters.
David P. Lari	04/25/02	10.50	2,625.00	GE closing matters; meet with E. Zaelke and T. Dupuis; telephone conference with J. Benz regarding Calavaras Cement Company easement; review and revise easement to incorporate comments requested by J. Benz; meet with T. Dupuis to discuss Paul Hastings comments to historical easements.
Lois S. LeBar	04/25/02	6.50	975.00	Telephone call with Parasec (Ontario, Canada) re: requirement for filing Land Transfer Tax Affidavit with Land Title Office; telephone call with Parasec (Ontario, Canada) re: forms; telephone call to Parasec (Sacramento) re: required forms; review Land Title Office website re: forms for transfer of easements; confer with T. Dupuis re: conference call regarding tax issues; attend conference call; review transfer tax chart from LandAmerica re: forms for completion by Enron Wind Systems for exemption; telephone call with the Benton County, Washington assessor re: tax parcel numbers; update exhibit to Real Estate Excise Tax Affidavit; prepare fax to Benton County assessor re: additional tax parcels; prepare email to LandAmerica re: tax parcels for remaining Washington properties and New York properties; review Washington Administrative Code re: bankruptcy exemption for Enron Wind Systems.
Kathryn E. Olson	04/25/02	2.50	800.00	Review regulations pertaining to Renewable Resources Program and awards to Enron projects. Draft summary notes re GE-impacted projects. Phone call to Paul, Hastings re CEC award issue.
Edward W. Zaelke	04/25/02	7.30	3,540.50	Review comments to easement documents; attend daily status call; telephone conference with J. Lamb; telephone conference with E. Gadd; conference with D. Lari and T. Dupuis to discuss all real estate documents and issues; review and revise real estate documents.
Thomas I. Dupuis	04/26/02	9.00	2,880.00	Review and revise real estate transfer documents; conference call with client re same, closing matters;

Name	Date	Hours	Amount	Narrative
				conference with E. Zaelke re document issues; conference with K. Langan re TCW legal opinion; telephone conversation with S. Parel re same; conference call with Well, Gotshal re bankruptcy issues; review and prepare comments to PHJW documents; multiple telephone conversations with T. Smith and S. Farnsworth re same; conference with D. Lari re PHJW documents; telephone conversation with M. Lueder re prototype turbine issues; conference with B. Condon re status of Christensen-Lazar litigation, project.
Kenneth J. Langan	04/26/02	2.70	1,161.00	Review draft opinion; confer with E. Zaelke, C. Thomas and T. Dupuis regarding same; review underlying documents.
David P. Lari	04/26/02	6.00	1,500.00	Telephone conference with J. Benz regarding Calavaras Easement; negotiation terms of representation and warranty provision therein; review and revise Amended and Restated Right-of-Way Easement; review and revise historical easements; GE closing matters; review comments by E. Gadd to Side Letter Agreement.
Lois S. LeBar	04/26/02	7.50	1,125.00	Telephone call from LandAmerica re: tax parcel numbers for Washington and New York properties; confer with T. Dupuis re: same; telephone calls to Klickitat County, Washington Assessor re: tax parcel numbers; telephone calls to the Yakima County, Washington Assessor re: tax parcel numbers; prepare fax to Benton County, Washington Assessor re: additional properties requiring tax parcel numbers; update schedule of properties for Benton County; confer with T. Dupuis re: tax forms; prepare Real Estate Excise Tax Affidavit for property in Kittitas County, Washington; prepare schedule to Real Estate Excise Tax Affidavit; confer with T. Dupuis re: reporting requirements in other jurisdictions; review websites for the states of Colorado, Hawaii, Iowa, Maine and South Dakota re: same; update schedules to tax forms.
Kathryn E. Olson	04/26/02	0.30	96.00	Conference with T. Dupuis re CEC resource programs.
Edward W. Zaelke	04/26/02	3.00	1,455.00	Attend conference call among attorneys to discuss status; telephone conference with to discuss O&M issues; conference with T. Dupuis re real estate documents; review and revise same.
Thomas I. Dupuis	04/27/02	6.20	1,984.00	Review and revise real estate transfer documents; telephone conversations with T. Smith re same; review and prepare comments to PHJW documents; conference with D. Lari re historical Tehachapi headquarters easement issues; update closing checklist; review materials re status of Christensen-Lazar project permits.
David P. Lari	04/27/02	7.50	1,875.00	Meet with T. Dupuis; GE closing matters; review 251 and Victory Garden Phase IV Wind Park Easements; review and revise first amendments to such easements; review right-of-way easement for

Name	Date	Hours	Amount	Narrative
Heather Blackinton-Herd	N. 04/29/02	0.80	132.00	series 85-A and 85-B; review and revise Amended and Restated Right-of-Way Easement. Messages to and from D. Smith and L. Rushton re various permit issues (prototype turbines and USTs); Memorandum to E. Zaelke, D. Lari and T. Dupuis re Statute of Frauds research.
Thomas I. Dupuis	04/29/02	17.30	5,536.00	Review and revise real estate transfer documents; review revisions to commercial agreements, prototype turbine documents; conference call with client re closing matters; telephone conversations with L. Haynes re real estate transfer issues; conference with L. LeBar re tax forms; telephone conversations with T. Smith and S. Farnsworth re RE issues; conference call with client re O&M agreement issues; conference call with GE re same; conference with E. Zaelke re PHJW comments to documents; review and prepare comments to PHJW documents; conference with D. Lari re historical Tehachapi headquarters easement issues; update closing checklist; closing issues.
Eric B. Foker	04/29/02	0.30	93.00	Telephone conference with J. Maurer and K. Obel regarding construction license transfers; conference with E. Zaelke regarding same.
Kenneth J. Langan	04/29/02	4.80	2,064.00	Confer with T. Dupuis regarding opinion issues; review draft opinion and underlying security documents; call with W. Gotshal attorney; review opinion precedents; confer with E. Zaelke and T. Dupuis regarding call, etc.
David P. Lari	04/29/02	10.70	2,675.00	Meet with T. Dupuis to discuss Paul Hastings comments to Sky River documents; review and revise Sky River documents; telephone call with J. Benz regarding Calavaras Easement; telephone call with V. Davies regarding Kel Anderson Easement; review Schedule 1.3 to Storm Lake Purchase Agreement; meet with E. Zaelke to discuss Kel Anderson Easement; meet with T. Dupuis to discuss historical easements; review and revise historical easement documents; telephone call with L. Haynes; GE closing matters; review Tehachapi title; review e-mails from S. Farnsworth; send execution version of Calavaras Easement to J. Benz; meet with T. Dupuis regarding Wuerth sublease requested by Paul Hastings; send e-mail to V. Davies regarding Schedule 1.3.
Lois S. LeBar	04/29/02	5.50	825.00	Review revised closing checklist; revise labels for closing folders; prepare additional folders; prepare FIRPTA certificate; prepare 597-W for Tehachapi headquarters and Sky River project; review Sky River preliminary title report re: assessor parcel numbers; prepare list of same as exhibit to 597-W for Sky River; confer with T. Dupuis re: Canadian tax forms; review same and review email from B. Wapner re: additional information; review states' websites re: reporting requirements for transfer of property.
Edward W. Zaelke	04/29/02	11.70	5,674.50	Conference with T. Dupuis re Shared Use

Name	Date	Hours	Amount	Narrative
Thomas I. Dupuis	04/30/02	10.20	3,264.00	<p>Agreement and Reservation of Rights Agreement; attend conference call among attorneys; review revised O&M Agreement; attend internal conference call re same; conference call with all parties to negotiate O&M Agreement; telephone conference with J. Lamb, E. Gadd and J. Maurer re same; draft and revise inserts to O&M Agreement; review revise turbine parts agreements for 750 turbines.</p> <p>Review and revise real estate transfer documents; conference call with client re closing issues; telephone conversations with S. Parel and J. Lamb re same; review revisions to commercial agreements, prototype turbine documents; conference call with GE re same; conference call with client re prototype turbine documents; telephone conversations with L. Haynes and K. Nobles re real estate transfer issues; review EWDL bankruptcy petition schedules; telephone conversations with T. Smith, S. Farnsworth and S. Daley re RE issues; review and prepare comments to PHJW documents; update closing checklist; closing issues.</p>
Eric B. Foker	04/30/02	2.20	682.00	<p>Voicemails to and from J. Gibbs regarding insurance and bonding issues; telephone conferences with K. Obel regarding licensing issues; conference with E. Zaelke regarding same; review requirements regarding California and Hawaii contractor licenses.</p>
Kenneth J. Langan	04/30/02	6.70	2,881.00	<p>Confer with T. Dupuis; review emails regarding opinion; read loan and security documentation; review UCC-1 financing statements; check opinion file.</p>
David P. Lari	04/30/02	8.80	2,200.00	<p>Telephone call with V. Davies regarding Kel Anderson Easement; review Storm Lake I title policy; review Sky River Easement documents; send documents to T. Smith via e-mail; meet with E. Zaelke regarding Kel Anderson Easement; GE closing matters.</p>
Lois S. LeBar	04/30/02	6.20	930.00	<p>Telephone call with the Prowers County, Colorado assessor's office re: completion of transfer tax declaration form; review assessor's website re: same; review Colorado Revised Statutes re: exemptions; telephone call to the Hawaii Bureau of Conveyances and Department of Taxation re: completion of conveyance certificates; review website re: same; review Hawaii Statutes re: exemptions; telephone call to the Iowa Department of Revenue re: completion of the Declaration of Value; review website re: same; confer with D. Lari re: review of legal description on document; confer with A. Patino re: same; review legal description; confer with D. Lari re: missing pages to original legal description; confer with T. Dupuis re: missing tax parcel numbers for Washington and New York properties; assemble documents re: same; prepare</p>

May 20, 2002

Invoice # 1079953

Name	Date	Hours	Amount	Narrative
				Canadian tax form certificate.
Kathryn E. Olson	04/30/02	0.20	64.00	Phone calls with T. Dupuis and E. Zaelke.
Arturo Patino	04/30/02	2.00	300.00	Legal Assistant Services for work re review of legal description re Amended and Restated Right of Way Agreement and Grant of Easement; work re search for Storm Lake I Date Down Title Policy.
Edward W. Zaelke	04/30/02	5.80	2,813.00	Telephone conference with J. Gibbs re insurance issues; attend conference calls among attorneys; participate in various conference calls re O&M Agreement and other issues; conference with T. Dupuis re land issues.

Development total: 556.50 170,290.00

Total Hours 556.50
Total Fees 170,290.00

Disbursements:

Category	Date	Description	Amount
Westlaw Research			237.30
Travel-Trans. & Lodging			179.60
Local Meals			34.01
Duplicating			1,676.55
Telephone			329.16
Telecopy			619.50
Courier			76.50
Air Delivery Services			328.10
Total Disbursements			3,480.72

Total Current Amount Due \$173,770.72

June 27, 2002

Invoice # 1077553

(12975.129)
Marathon Post Settlement

Legal Services:

Name	Date	Hours	Amount	Narrative
LITIGATION				
Brian K. Condon	05/06/02	0.30	126.00	Telephone conference with P. Nippes of MPS re status of case and payment of vendor invoices.
	Litigation total:	0.30	126.00	
Total Hours		0.30		
Total Fees			126.00	

Total Current Amount Due

\$126.00

(12975.127)
Sale of Indian Mesa Projects

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	05/01/02	0.20	64.00	Telephone conversations with E. Hare-SunTrust and L. Jefferson re escrow agreement issues.
Heather Blackinton-Herd	N. 05/03/02	0.30	49.50	Message to S. Labbee re Dick Reid; conference with S. Labbee re same.
Heather Blackinton-Herd	N. 05/06/02	0.20	33.00	Conference with S. Labbee re SEG.
Heather Blackinton-Herd	N. 05/07/02	0.50	82.50	Conference with S. Labbee re SEG lien waivers; conference with N. Allen re Dick Reid; check liens and releases per D. Lari's instruction.
Heather Blackinton-Herd	N. 05/13/02	1.00	165.00	Conference with S. Labbee re SEG lien waiver; review SEG's changes to lien waiver; conference with D. Lari re same; conference with E. Zaelke re same.
Heather Blackinton-Herd	N. 05/14/02	1.00	165.00	Conference with N. Shanks re SEG; conference with D. Lari re same; message to M. Wach re same and send lien waiver changes to M. Wach; message to S. Labbee re same.
Heather Blackinton-Herd	N. 05/15/02	2.50	412.50	Conference with V. Weber at SEG re changes to SEG lien waiver; receive comments on SEG's changes from M. Wach and synthesize SEG changes with M. Wach changes; sent clean copy to M. Wach; conference with M. Wach re SEG lien waiver changes; review further comments by M. Wach, made changes accordingly and send to SEG.
Heather Blackinton-Herd	N. 05/28/02	0.50	82.50	SEG lien waivers matters; conference with S. Labbee; email message to U. Weber; conference with D. Lari, etc.
Development total:		6.20	1,054.00	
Total Hours		6.20		
Total Fees			1,054.00	

Disbursements:

Category	Date	Description	Amount
Duplicating			3.30
Telephone			2.70
Telecopy			15.75

June 28, 2002

Invoice # 1077554

Total Disbursements

21.75

Total Current Amount Due

\$1,075.75

(12975.069)**Victory Gardens I Repower Project****Legal Services:**

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
David P. Lari	05/03/02	1.80	450.00	Telephone call with V. Davies, L. LeBar, E. Hinds and others regarding Victory Garden repower closing; telephone call with C. Wooten and G. Mongolis regarding title policy.
Lois S. LeBar	05/03/02	4.50	675.00	Review email from E. Zaelke re: Victory Garden conference call; prepare email to E. Zaelke re: same; assemble documents in preparation of conference call; attend conference calls with D. Lari and all parties; confer with D. Lari re: same; telephone call to C. Wooten re: title issues; confer with D. Lari re: Chicago Title objections to Feeder Line 5; review documents re: previous reference to Feeder Line 5; confer with A. Patino re: same; assemble documents for review by D. Lari.
Lois S. LeBar	05/06/02	1.70	255.00	Attend conference call with D. Lari and all parties re: status of closing; confer with D. Lari re: title issues with Cox, Castle; telephone call to C. Wooten re: issue of Feeder Line 5; confer with D. Lari and E. Zaelke re: same; telephone call with D. Lari to G. Mongolis re: title issues.
David P. Lari	05/07/02	5.00	1,250.00	Review closing escrow instructions sent by Carol Wooten of Cox Castle; telephone call with G. Mongolis of Chicago Title; draft second Amendment to Tenancy in Common Agreement; send draft of agreement to V. Davies.
Edward W. Zaelke	05/07/02	0.30	145.50	Review First Amendment to tenancy in common agreement; conference with D. Lari re same.
David P. Lari	05/08/02	1.50	375.00	Telephone call with V. Davies, L. LeBar, E. Hinds, and others regarding Victory Garden repower closing matters; telephone call with G. Mongolis regarding title report.
Lois S. LeBar	05/08/02	3.00	450.00	Confer with D. Lari re: conversation with G. Mongolis; telephone call with C. Wooten re: same; attend conference call with D. Lari and other parties; confer with D. Lari re: mechanics' liens on property; review same; prepare summary of mechanics' liens for D. Lari; confer with C. Apodoca re: Purchase Agreement for Victory Garden Power Partners I; telephone call from D. Lari re: mechanics' liens; confer with D. Lari re: same; confer with D. Lari re: documents for E. Hinds; assemble same; prepare fax to E. Hinds.
David P. Lari	05/09/02	2.00	500.00	Telephone call with V. Davies, L. LeBar, E. Hinds, and others regarding Victory Garden repower closing matters; telephone call with G. Mongolis regarding title report.
Lois S. LeBar	05/09/02	2.30	345.00	Conference calls with D. Lari and all parties re:

June 27, 2002

Invoice # 1077555

Name	Date	Hours	Amount	Narrative
				closing logistics of Victory Garden transaction; telephone call with J. Ghilardi re: postponement of call; telephone call to G. Mongolis re: bankruptcy issues; review Bankruptcy Sale Order re: treatment of mechanics' liens; telephone call with L. Haynes re: Victory Garden issues and Feeder Line 5; confer with D. Lari re: same.
Arturo Patino	05/09/02	0.50	75.00	Work re letter to Loretta Haynes sending original recorded documents.
David P. Lari	05/13/02	0.50	125.00	Correspondence re Victory Garden closing; telephone conference with V. Davies.
Edward W. Zaelke	05/14/02	0.20	97.00	Conference with D. Lari and L. LeBar re VG closing.
Development total:		23.30	4,742.50	
Total Hours		23.30		
Total Fees			4,742.50	

Disbursements:

Category	Date	Description	Amount
Duplicating			44.85
Telephone			0.23
Telecopy			40.50
Air Delivery Services			11.60
Total Disbursements			97.18
Total Current Amount Due			\$4,839.68

(12975.024)
Storm Lake I**Legal Services:**

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Heather Blackinton-Herd	N. 05/07/02	1.20	198.00	Conference with D. Lari re open issues in MidAmerican documents; conference with A. Patino re original easements; message to L. Haynes requesting original easements; revise all documents as per B. Jared open issues list and compile new set of documents; conference with E. Zaelke re open issues.
Heather Blackinton-Herd	N. 05/08/02	0.80	132.00	Conference with B. Jared re MidAmerican documents; conference D. Lari re MidAmerican documents; coordinate delivery of documents to J.Lamb for execution and subsequent delivery to MidAmerican.
Arturo Patino	05/14/02	0.50	75.00	Work re search for MidAmerican documents.
David P. Lari	05/15/02	1.00	250.00	Telephone conference with B. Jared; prepare MidAmerica closing documents to send to Edison Capital
Arturo Patino	05/15/02	0.50	75.00	Work re search for Jane Riley Amendment.
Development total:		4.00	730.00	
Total Hours		4.00		
Total Fees			730.00	

Disbursements:

Category	Date	Description	Amount
Duplicating			57.45
Telephone			0.03
Total Disbursements			57.48
Total Current Amount Due			\$787.48

June 27, 2002

Invoice # 1077557

(12975.054)
National Wind Power Ltd.

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	05/06/02	0.20	64.00	Telephone conversation with K. Anderson re release of escrow money.
Thomas I. Dupuis	05/07/02	0.30	96.00	Telephone conversation with K. Anderson re release of escrow money.
Development total:		0.50	160.00	
Total Hours		0.50		
Total Fees			160.00	

Disbursements:

Category	Date	Description	Amount
Telephone			0.39
Total Disbursements			0.39
Total Current Amount Due			\$160.39

June 27, 2002

Invoice # 1077558

(12975.117)
PSCo 162 MW Project

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Kenneth J. Langan	05/03/02	4.70	2,021.00	Review revised draft of WESA.
Kenneth J. Langan	05/06/02	2.80	1,204.00	Complete review of new draft of WESA; review file in connection with same.
Development total:		7.50	3,225.00	
Total Hours		7.50		
Total Fees			3,225.00	
Total Current Amount Due				\$3,225.00

(12975.129)
Marathon Post Settlement

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Arturo Patino	06/10/02	2.00	300.00	Work re organization of files to be sent to Enron Wind.
Arturo Patino	06/12/02	1.00	150.00	Work re organization of files to be sent to Enron Wind; work re preparation of log of documents to be sent to EWC.
Development total:		3.00	450.00	
LITIGATION				
Brian K. Condon	06/11/02	3.50	1,470.00	Meeting with E. Newell, J. Lamb and J. Ham re status of, and strategy for, potential litigation against Marathon, and re evidentiary and legal issues for litigation; review of pre and post settlement files for transfer to client.
Arturo Patino	06/11/02	1.50	225.00	Work re organization of files to be sent to Enron Wind; work re preparation of log of documents to be sent to EWC.
Brian K. Condon	06/12/02	2.50	1,050.00	Further review of Marathon litigation files for transfer to client; prepare letter to E. Newell; review of email records re same; telephone conference with P. Nippes (consultant) re continuing services and email to J. Lamb and E. Newell re same.
Arturo Patino	06/13/02	1.50	225.00	Work re preparation of log of documents sent to Enron Wind.
Arturo Patino	06/14/02	2.50	375.00	Work re preparation of log re documents sent to Enron Wind.
Brian K. Condon	06/27/02	0.50	210.00	Review email files re status of communications with Marathon; telephone conference with J. Lamb re same.
Litigation total:		12.00	3,555.00	
Total Hours		15.00		
Total Fees			4,005.00	

Disbursements:

Category	Date	Description	Amount
Duplicating			288.00

July 24, 2002

Invoice # 1077559

Category	Date	Description	Amount
Telephone			0.95
Total Disbursements			288.95
Total Current Amount Due			\$4,293.95

(12975.137)
Issues Re GE Transaction

Legal Services:

Name	Date	Hours	Amount	Narrative
No TASK				
Edward W. Zaelke	05/13/02	1.50	727.50	Telephone conference with W. Cline re retainer approval; review materials re same.
No Task total:		1.50	727.50	
DEVELOPMENT				
Edward W. Zaelke	05/13/02	3.70	1,794.50	Review files and prepare list of post-closing matters; telephone conference with J. Lamb re same; conference with T. Dupuis re same.
Thomas I. Dupuis	06/04/02	0.20	64.00	Correspondence with T. Smith and M. Horna re post-closing matters.
Thomas I. Dupuis	06/13/02	1.30	416.00	Telephone conversation with J. Lamb re post-closing issues; correspondence with M. Horna re same; correspondence with G. Collyer re Fortis consent to CPP amendments of rights-of-way.
Kenneth J. Langan	06/13/02	0.50	215.00	Follow-up on status of acquisition of Colorado project.
Thomas I. Dupuis	06/14/02	0.70	224.00	Correspondence with E. Rice re FPL consent to easement amendment; telephone call to G. Brown re title policy for road-transmission easement; telephone conversation with L. Haynes re NY option issues.
Kenneth J. Langan	06/14/02	0.30	129.00	Discuss status with E. Zaelke.
Thomas I. Dupuis	06/17/02	1.00	320.00	Review and prepare comments to proforma title policy for road-transmission easement; telephone conversation with G. Brown re same.
Kathryn E. Olson	06/17/02	2.00	640.00	Phone call with E. Zaelke and L. Haynes re follow-up required for CEC petition. Review correspondence from CEC and review background information re same.
Kathryn E. Olson	06/18/02	2.70	864.00	Phone call with E. Zaelke and L. Haynes. Phone call with K. MacHan. Phone calls to and from K. Nobles re Wednesday conference call. Draft correspondence to E. Zaelke re contacts with CEC re further submittal re petition.
Kathryn E. Olson	06/19/02	1.80	576.00	Phone call with K. MacHan re conference call scheduling. Lengthy phone call with L. Haynes and K. Nobles re various issues for CEC petition. Draft correspondence to E. Zaelke re same.
Thomas I. Dupuis	06/20/02	0.30	96.00	Telephone conversation with D. Koogler re GEWE plan to exercise expiring NY options.
Thomas I. Dupuis	06/24/02	0.50	160.00	Review revised title policy; correspondence with M. Wanich and J. Lamb re same.
Thomas I. Dupuis	06/26/02	0.50	160.00	Telephone conversations and correspondence with L. Haynes, K. Fischer and J. Lamb re bankruptcy motions for assumption of EWD easements and options.

July 24, 2002

Invoice # 1079988

Name	Date	Hours	Amount	Narrative
Development total:		15.50	5,658.50	
Total Hours		17.00		
Total Fees			6,386.00	

Disbursements:

Category	Date	Description	Amount
Travel-Trans. & Lodging			2,777.53
Duplicating			7.35
Telephone			0.95
Telecopy			8.25
Total Disbursements			2,794.08
Total Current Amount Due			\$9,180.08

(12975.137)
Issues Re GE Transaction

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	08/01/02	0.20	64.00	Correspondence with D. Gunther and M. Wanich re EWS title policy.
Thomas I. Dupuis	08/02/02	0.30	96.00	Telephone conversation with L. Haynes re WSP objections to partial assignment and assumption of leases.
Lois S. LeBar	08/02/02	2.00	300.00	Confer with T. Dupuis re: closing documents for sale of Enron assets to GE Wind; review and organize original documents.
Thomas I. Dupuis	08/08/02	0.50	160.00	Correspondence with K. Fischer and J. Lamb re August 13 hearing re assumption and assignment motions; telephone conversation with J. Lamb re same.
Thomas I. Dupuis	08/13/02	0.20	64.00	Correspondence with K. Fischer and T. Smith re post-closing matters.
Thomas I. Dupuis	08/14/02	0.30	96.00	Telephone conversation with T. Smith re release of Enron-GE documents.
Thomas I. Dupuis	08/15/02	0.20	64.00	Telephone conversation with L. Haynes re assumption of Lazar easement.
Thomas I. Dupuis	08/20/02	0.50	160.00	Correspondence with J. Lamb re CO easements; telephone conversation with J. Lamb re same; prepare letter to E. Gadd re same.
Thomas I. Dupuis	08/26/02	0.30	96.00	Correspondence with T. Smith re release of escrowed documents.
Thomas I. Dupuis	08/29/02	0.50	160.00	Telephone conversation with T. Smith re missing CO option agreements; correspondence with K. Fischer re same.
Development total:		5.00	1,260.00	
Total Hours		5.00		
Total Fees			1,260.00	

Disbursements:

Category	Date	Description	Amount
Telephone			0.14
Telecopy			1.50
Air Delivery Services			39.56
Total Disbursements			41.20

September 27, 2002

Invoice # 1077561

Total Current Amount Due

\$1,301.20

(12975.137)
Issues Re GE Transaction

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	10/10/02	0.30	96.00	Telephone calls to M. Wanich and S. Daley re recorded land documents.
Thomas I. Dupuis	10/15/02	1.20	384.00	Telephone conversations with K. Fischer re assignment of Christensen easements; review Cabazon documents re same; conference with E. Zaelke re same
Thomas I. Dupuis	10/16/02	0.50	160.00	Telephone conversations with K. Fischer re assignment of Christensen easements; review Cabazon documents re same; correspondence with M. Wanich re land documents.
Arturo Patino	10/17/02	0.50	72.50	Legal Assistant Services for work re search for Christensen Partial Assignment of Windpark Easement.
Edward W. Zaelke	10/17/02	0.50	242.50	Review materials re Cabazon transaction in Christensen easements; telephone conference with T. Dupuis re same; telephone conference with L. Haynes re same.
Thomas I. Dupuis	10/18/02	0.30	96.00	Correspondence with K. Fischer re Fortis objections to assignment of Christensen windpark easement.
Thomas I. Dupuis	10/22/02	0.20	64.00	Telephone conversation with Crystal at LandAmerica re title policy, recorded land documents.
Development total:		3.50	1,115.00	
Total Hours		3.50		
Total Fees			1,115.00	

Disbursements:

Category	Date	Description	Amount
Postage			12.62
Total Disbursements			12.62
Total Current Amount Due			\$1,127.62

(12975.136)**Sale of Existing Wing Projects****Legal Services:**

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Arturo Patino	01/31/02	2.00	300.00	Legal Assistant Services for work re gathering of EPC Letter Agreement re supply of Turbines for various projects.
Eric B. Foker	02/25/02	7.70	2,387.00	Conference with K. Langan regarding PUHCA and PURPA exemption issues; research regarding same.
Eric B. Foker	02/26/02	14.00	4,340.00	Research re PURPA and PUHCA exemption issues; conferences with K. Langan regarding same.
Eric B. Foker	02/27/02	12.80	3,968.00	Research regarding PUHCA and PURPA exemption issues; conference with K. Langan regarding same; conference with E. Zaelke regarding same.
Eric B. Foker	02/28/02	10.00	3,100.00	Research regarding PURPA and PUHCA exemption issues; conferences with K. Langan regarding same; prepare memorandum to K. Langan regarding same.
Kenneth J. Langan	03/01/02	0.80	344.00	Follow-up on client inquiries on Edison contracts.
Kenneth J. Langan	03/04/02	5.70	2,451.00	Fax and voicemail from J. Lamb regarding his inquiries on Edison documentation; review same along with underlying contracts.
Eric B. Foker	03/05/02	9.70	3,007.00	Review pricing agreement and amendment; review Edison power purchase agreements.
Kenneth J. Langan	03/05/02	0.50	215.00	Review Edison documentation and phone J. Lamb regarding same.
David P. Lari	03/05/02	7.50	1,875.00	Meet with J. Lamb; telephone conference with J. Lamb and L. Haynes regarding project documents for the Victory Garden Repower VGIV; Green Power, Cabazon, Sky River, and 251 projects; diligence work for such binders including updating indices and binders.
Brian K. Condon	03/06/02	0.50	210.00	Conference with K. Langan re interpretation of releases and standstill agreement with Edison.
Eric B. Foker	03/06/02	2.00	620.00	Review pricing agreement and amendment; conference with K. Langan regarding same.
Kenneth J. Langan	03/06/02	3.30	1,419.00	Complete review of follow-up queries from J. Lamb regarding Edison documentation; conference call with him regarding same.
David P. Lari	03/06/02	7.80	1,950.00	Meet with J. Lamb; review of due diligence production and document review for Green Power, Victory Garden, Repower, Victory Garden Phase IV, 251, Sky River and Cabazon projects.
Arturo Patino	03/06/02	5.50	825.00	Work re preparation of due diligence binders re sale of assets to GE.
David P. Lari	03/07/02	8.50	2,125.00	Meet with J. Lamb; review of due diligence production and document review for Green Power, Victory Garden, Repower, Victory Garden Phase

April 13, 2002

Invoice # 1077564

Name	Date	Hours	Amount	Narrative
Arturo Patino	03/07/02	4.50	675.00	IV, 251, Sky River and Cabazon projects. Work re preparation of due diligence binder re sale of assets to G.E.
Edward W. Zaelke	03/07/02	0.80	388.00	[Asset transfer to GE] Review purchase agreement and schedule re asset transfer; telephone conference with J. Lamb re same; prepare chart.
Edward W. Zaelke	03/07/02	0.70	339.50	[Development Asset Sale] Conference with D. Lari re sale of development assets; review materials re same; call title company.
David P. Lari	03/08/02	7.70	1,925.00	Meet with J. Lamb; review of due diligence production and document review for Green Power, Victory Garden, Repower, Victory Garden Phase IV, 251, Sky River and Cabazon projects.
Arturo Patino	03/08/02	5.50	825.00	Work re preparation of due diligence binders re sale of assets to G.E.
David P. Lari	03/11/02	6.80	1,700.00	Meet with J. Lamb and A. Patino re due diligence production for Green Power, Victory Garden Repower, Victory Garden Phase IV, Cabajon Sky River and 251 Projects; review and organize documents for production; telephone conference with S. Ahn at Stewart Title re title policies; telephone conference with L. Haynes and K. Nobles.
Arturo Patino	03/11/02	6.00	900.00	Work re preparation of due diligence binders for sale of assets to G.E.
Edward W. Zaelke	03/11/02	0.50	242.50	Sale of existing projects. Conference with L. LeBar re title insurance issues for Victory Gardens Repower; review and revise affidavits re same.
David P. Lari	03/12/02	8.70	2,175.00	Meet with J. Lamb and A. Patino re due diligence production for Green Power, Victory Garden Repower, Victory Garden Phase IV, Cabajon Sky River and 251 Projects; review and organize document for production; telephone conference with S. Ahn at Stewart Title re title policies; telephone conference with L. Haynes and K. Nobles.
Arturo Patino	03/12/02	8.50	1,275.00	Legal Assistant Services for work re preparation of due diligence binders for sale of assets to G.E.
Edward W. Zaelke	03/12/02	0.50	242.50	Sale of existing projects. Conferences with D. Lari and A. Patino re missing documents; conference with D. Lari re title insurance issues; review materials re same.
David P. Lari	03/13/02	12.80	3,200.00	Meet with J. Lamb and A. Patino re due diligence production for Green Power, Victory Garden Repower, Victory Garden Phase IV, Cabajon Sky River and 251 Projects; review and organize document for production; telephone conference with S. Alia at Stewart Title re title policies; telephone conference with L. Haynes and K. Nobles.
Arturo Patino	03/13/02	11.00	1,650.00	Legal Assistant Services for work re preparation of due diligence binders for sale of assets to G.E.
David P. Lari	03/29/02	3.50	875.00	Telephone conference with S. Ahn re title reports; telephone conference with L. Haynes re land documents; review land documents.
Development total:		175.80	45,548.50	

April 13, 2002

Invoice # 1077564

Name	Date	Hours	Amount	Narrative
Total Hours		175.80		
Total Fees			45,548.50	

Disbursements:

Category	Date	Description	Amount
Local Transportation			237.60
Duplicating			398.25
Outside Duplicating			67.12
Telephone			8.98
Telecopy			66.75
Air Delivery Services			9.30
Filing Fees			120.95
Total Disbursements			908.95
Total Current Amount Due			\$46,457.45

(12975.137)
Issues Re GE Transaction

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Edward W. Zaelke	03/11/02	1.00	485.00	Sale to GE. Telephone conference with T. Smith at Paul Hastings; telephone conference with J.Lamb; review transfer issues list; telephone conference with L. Haynes.
Edward W. Zaelke	03/12/02	0.50	242.50	GE. Telephone conference with L. Haynes re assembly of documents; telephone conference with T. Smith re closing checklist; telephone conference with Scott Parel re same.
Thomas I. Dupuis	03/13/02	0.50	160.00	Conferences with E. Zaelke and L. LeBar re requirements for real estate asset transfer to GE; review schedules re same.
Lois S. LeBar	03/13/02	1.30	195.00	Review email from E. Zaelke re: GE acquisition of Enron Wind Corp. real property interests; confer with T. Dupuis and E. Zaelke re: same; review chart re: easements and other land rights relating to undeveloped land.
Edward W. Zaelke	03/13/02	0.50	242.50	GE. Telephone conference with T. Smith re real estate transfer issues; review materials re same.
Thomas I. Dupuis	03/14/02	0.50	160.00	Prepare form for option-easement review in Tehachapi; conference with D. Lari and L. LeBar re same.
Lois S. LeBar	03/14/02	1.00	150.00	Confer with T. Dupuis and D. Lari re: GE purchase of Enron Wind Corp.'s real property interests and review of documents at Eron Wind in Tehachapi; review chart re: easements and other land rights relating to undeveloped land.
Arturo Patino	03/14/02	2.50	375.00	Legal Assistant Services for work re search for Escrow Agreements and preparation of Enron escrow chart per Lurecca Jefferson; work re meeting to discuss Tehachapi project re Easements and Other Land Rights relating to Undeveloped Land; work re obtaining cross complaint filed by SCE against Cabazon Power Partners.
Edward W. Zaelke	03/14/02	0.50	242.50	GE. Conference with L. Haynes re GE transfers; review materials re same.
David P. Lari	03/15/02	14.30	3,575.00	Travel to Tehachapi with A. Patino and L. LeBar; review of land documents and prepare due diligence chart; meet with L. Haynes and K. Nobles.
Lois S. LeBar	03/15/02	13.50	2,025.00	Travel to and from Enron Wind Corp. in Tehachapi re: due diligence review of documents re: easements and other land rights relating to undeveloped land; review documents re: same.
Arturo Patino	03/15/02	13.00	1,950.00	Work re traveling to Tehachapi to prepare chart re undeveloped properties for due diligence of Enron sale to G.E.
Edward W. Zaelke	03/15/02	1.70	824.50	GE. Telephone conference with T. Smith re real estate transfer issues; conferences with T. Dupuis

April 13, 2002

Invoice # 1077565

Name	Date	Hours	Amount	Narrative
Thomas I. Dupuis	03/16/02	0.50	160.00	and D. Lari re same; review materials re transfers; telephone conference with L. Haynes; telephone conference with J. Lamb. Conferences with D. Lari and L. LeBar re assignments of easements, notice requirements for same.
David P. Lari	03/16/02	4.70	1,175.00	Review Enron Wind Development Corp. land documents for the states of California, Texas, Maine and Oregon; prepare due diligence chart containing names of parties to such land documents, recording information and assignability.
Lois S. LeBar	03/16/02	12.50	1,875.00	Due diligence review of documents re: easements and other land rights relating to undeveloped land and GE purchase of real property interests; review and revise chart re: same; review assignment agreement re: properties acquired through Kenetech bankruptcy; identify same on chart; review assignment agreement re: Lake Benton I; identify properties on chart; confer with T. Dupuis re: specific assignment provisions in easement agreements.
Arturo Patino	03/16/02	4.50	675.00	Work re preparation of chart re undeveloped property for due diligence of Enron Sale to G.E.
Lois S. LeBar	03/17/02	1.50	225.00	Review chart re: Easements and Other Land Rights Relating to Undeveloped Land for GE acquisition of Enron's real property interests; confer with L. Ordonez re: same; review and revise chart; confer with T. Dupuis re: due diligence on project.
Thomas I. Dupuis	03/18/02	4.00	1,280.00	Travel to & from Tehachapi for meeting with L. Haynes re asisgnment of easements; conferences with E. Zaelke re same.
David P. Lari	03/18/02	7.80	1,950.00	Travel to Tahachapi with A. Patino and L. LeBar; review of land documents and prepare due diligence chart; meet with L. Haynes and K. Nobles; telephone conference with S. Ahn at Stewart Title re title policies; Enron due diligence matters.
Lois S. LeBar	03/18/02	5.00	750.00	Travel to and from Enron Wind Corp. in Tehachapi re: due diligence review of documents in preparation of chart relating to easements and other land rights of undeveloped land for GE acquisition of Enron's real property interests.
Arturo Patino	03/18/02	7.50	1,125.00	Work re travel to Tehachapi; work re preparation of chart re undeveloped property for due diligence of Enron sale to G.E.
Edward W. Zaelke	03/18/02	6.50	3,152.50	Travel to Tehachapi for meetings on GE real estate matters; telephone conference with L. Haynes re same; telephone conferences with T. Smith and Steve Farnsworth re same.
Thomas I. Dupuis	03/19/02	6.50	2,080.00	Travel to and from Tehachapi for meeting with L. Haynes re assignment of easements; meeting with L. Haynes, E. Zaelke and S. Farnsworth re same; telephone conferences with L. LeBar re same.
David P. Lari	03/19/02	14.50	3,625.00	Travel to Tahachapi with A. Patino and L. LeBar; review of land documents and prepare due diligence chart; meet with L. Haynes and K. Nobles; meet with E. Zaelke to discuss assignability of

April 13, 2002

Invoice # 1077565

Name	Date	Hours	Amount	Narrative
Lois S. LeBar	03/19/02	15.00	2,250.00	Enron land documents. Travel to and from Tehachapi re: due diligence review of files in connection with GE acquisition of Enron's real property interests; review files re: same; revise chart re: Easements and Other Land Rights Relating to Undeveloped Land; confer with L. Ordonez re: same.
Arturo Patino	03/19/02	11.50	1,725.00	Legal Assistant Services for work re travel to Tehachapi to prepare chart re undeveloped properties for due diligence of Enron sale to G.E.
Edward W. Zaelke	03/19/02	7.50	3,637.50	GE. Conference with L. Haynes, K. Nobles, T. Dupuis and S. Farnsworth re real estate assets to be transferred to GE; review materials re same; conference with D. Lari re same; travel to and from Tehachapi re same.
Heather Blackinton-Herd	N. 03/20/02	4.30	709.50	GE. Due diligence review of GE land document chart.
Thomas I. Dupuis	03/20/02	3.50	1,120.00	Conference call with T. Smith and E. Zaelke re documents for asset transfer to GE; conference with E. Zaelke re same; telephone conversations with T. Smith, S. Farnsworth and K. Nobles re document requests, title matters.
David P. Lari	03/20/02	10.20	2,550.00	Review Enron land documents for GE due diligence review; GE closing matters; meet with T. Dupuis; review and revise undeveloped real estate documents binder.
Lois S. LeBar	03/20/02	5.50	825.00	Confer with D. Lari re: review and revisions of chart regarding easements and other land rights relating to undeveloped land and GE acquisition of Enron real property interests; review and revise chart; confer with Y. Rios and L. Ordonez re: chart revisions; telephone call to K. Nobles re: recording information for Montana properties; telephone call from K. Nobles re: additional Washington property; revise chart; confer with D. Lari re: review of assignment documents; review assignment documents re: transfer of Washington, Storm Lake and Lake Benton properties to Enron; review and revise chart.
Edward W. Zaelke	03/20/02	3.30	1,600.50	Telephone conference with T. Smith and T. Dupuis re GE real estate transfers; prepare checklist modifications; telephone conference with J. Iamb; prepare list of additional real estate items, review materials re same.
Heather Blackinton-Herd	N. 03/21/02	0.20	33.00	Conference with D. Lari re GE diligence project and document review.
Thomas I. Dupuis	03/21/02	3.00	960.00	Revise GE land transfer checklist; conference call with T. Smith and S. Farnsworth re same; telephone conversations with S. Farnsworth, L. Haynes and L. Friedland re same; review Lazar easement issues; correspondence with S. Farnsworth re same.
David P. Lari	03/21/02	5.80	1,450.00	Review Enron land documents for GE due diligence review; GE closing matters; meet with T. Dupuis; review and revise undeveloped real estate documents binder; telephone conference with S.

April 13, 2002

Invoice # 1077565

Name	Date	Hours	Amount	Narrative
Lois S. LeBar	03/21/02	2.00	300.00	Ahn re title reports for the VG Phase IV, 251 and Sky River projects. Confer with D. Lari re: assignment of Lake Benton properties to Enron in connection with GE acquisition of Enron property rights; review additional documents received from Enron re: addition to chart of easements; review and revise chart; confer with D. Lari re: assignments of Lake Benton properties to Enron; review documents re: same.
Heather Blackinton-Herd	N. 03/22/02	5.80	957.00	GE. Diligence review of Sky River documents for termination and exclusivity provisions; conference with D. Lari, T. Dupuis and L. LeBar assignments and be done for transfer of Enron Wind property to GE.
Thomas I. Dupuis	03/22/02	4.20	1,344.00	Telephone conversations with T. Smith and S. Farnsworth re easement issues; conference with D. Lari re Sky River easements; telephone conversations with S. Farnsworth, L. Haynes and K. Nobles re same; telephone conversations with J. Lamb re transfer issues.
David P. Lari	03/22/02	8.70	2,175.00	Review Enron land documents for GE due diligence review; GE closing matters; meet with T. Dupuis; review and revise undeveloped real estate documents binder; telephone conference with S. Ahn re title reports for the VG Phase IV, 251 and Sky River projects; review chart of undeveloped land documents; send chart to T. Smith at Paul Hastings.
Lois S. LeBar	03/22/02	6.20	930.00	Telephone call from D. Lari re: chart of easements and other land rights relating to undeveloped land with GE acquisition of Enron's real property interests; review and revise chart; review message from E. Zaelke re: SD Warren Agreement; confer with D. Lari re: same; confer with L. Smith re: Lake Benton files; review files re: assignment of easements from Windtricity to Enron; confer with D. Lari re: same; review files re: memoranda of easements and confirmation of legal descriptions and easements assigned to Enron; confer with T. Dupuis, D. Lari and H. Herd re: sale of Enron real property interests.
Edward W. Zaelke	03/22/02	0.50	242.50	GE. Review checklist of real estate prepared by D. Lari; telephone conference with D. Lari re same; telephone conference with T. Dupuis.
Heather Blackinton-Herd	N. 03/23/02	7.50	1,237.50	Conferences (various) with D. Lari and T. Dupuis re: assignments and rights of way (Cabazon); draft assignments for Cabazon easements, rights of way; file searches for required documents for assignments; study of access easements.
Thomas I. Dupuis	03/23/02	9.00	2,880.00	Conference with D. Lari and H. Blackinton-Herd re GE transfer documents; review underlying documents re same; telephone conversation with E. Zaelke re same; prepare transfer documents.
David P. Lari	03/23/02	5.50	1,375.00	Meet with T. Dupuis and H. Blackinton-Herd; review deeds relating to undeveloped properties; draft

April 13, 2002

Invoice # 1077565

Name	Date	Hours	Amount	Narrative
Heather Blackinton-Herd	N. 03/24/02	5.50	907.50	conveyance documents for Enron Wind undeveloped land parcels; review maps relating to Victory Garden and Sky River projects. Study of Cabazon access road easements and organization of all easements which require transfer; charity easement location and assignability.
Thomas I. Dupuis	03/24/02	4.80	1,536.00	Prepare GE transfer documents; review documents re same.
David P. Lari	03/24/02	2.80	700.00	Meet with T. Dupuis and H. Blackinton-Herd; review deeds relating to undeveloped properties; draft conveyance documents for Enron Wind undeveloped land parcels; review maps relating to Victory Garden and Sky River projects.
Heather Blackinton-Herd	N. 03/25/02	8.50	1,402.50	Draft assignment and amendment of easements and revise per conference with T. Dupuis; explain Cabazon project; easements, transfers, assignments, etc. to T. Dupuis; discuss next step for Christensen properties with T. Dupuis; conference with R. Foker re Cabazon easements, etc; draft letters requesting consent to assignment and revise per T. Dupuis' instruction; conference with T. Dupuis and L. Haynes re Cabazon easements, next step with regard to transfer of easements; conference with T. Dupuis, D. Lari and S. Farnsworth re Cabazon and other easements and property transfers; revise various consents to assignments and draft new request letter.
Thomas I. Dupuis	03/25/02	9.50	3,040.00	Prepare GE transfer documents; review documents re same; conference calls with L. Haynes and B. Gates re same; telephone conversation with J. Lamb re same; telephone conversation with T. Smith re same; conferences with D. Lari and H. Blackinton-Herd re same; meeting with S. Farnsworth; review form of consents and transmittal letter; correspondence with L. Haynes re same.
David P. Lari	03/25/02	6.70	1,675.00	Meet with T. Dupuis and H. Blackinton-Herd; review deeds relating to undeveloped properties; draft conveyance documents for Enron Wind undeveloped land parcels; review maps relating to Victory Garden and Sky River projects; telephone conference with S. Ahn re updated PTRs for Sky River, VG IV and 251 projects; telephone conference with L. Haynes and K. Nobles.
Lois S. LeBar	03/25/02	2.80	420.00	Confer with T. Dupuis re: closing date in GE acquisition of Enron's real property interests and additional closing matters; review files re: Windtricity Assignment of easements to Enron.
Heather Blackinton-Herd	N. 03/26/02	6.50	1,072.50	Review Hawaii PPA for assignment, term and misc. provisions; revise Kahua consent and letter; revise Cabazon easement assignments as per T. Dupuis directions; review project permits for term and organize into index; review leases for various terms and prepare, organize index.
Brian K. Condon	03/26/02	0.50	210.00	Conference with T. Dupuis and G.E. counsel from Paul Hastings re status of Christensen project as

April 13, 2002

Invoice # 1077565

Name	Date	Hours	Amount	Narrative
Thomas I. Dupuis	03/26/02	9.50	3,040.00	relevant to sale. Prepare GE transfer documents; review documents re same; meeting with L. Haynes, J. Lamb and D. Lari re same; telephone conversations with J. Lamb and L. Haynes re same; telephone conversations with M. Lueder re prototype turbine issues; telephone conversation with T. Smith and S. Farnsworth re issues; telephone conversation with S. Farnsworth and B. Condon re Christensen-Lazar issues; correspondence with S. Parel re status; review and revise closing agenda.
David P. Lari	03/26/02	9.00	2,250.00	Meet with J. Lamb and T. Dupuis and telephone conference with L. Haynes re GE transaction; discuss Victory Garden, Sky River and Cabacon sites; review maps and prepare closing documents; review Sky River ALTA; telephone conference with L. Haynes re access to Hansen property.
Lois S. LeBar	03/26/02	3.20	480.00	Review files re: assignment from Windtricity Development Corporation to Enron; review Grant of Windpark Easements and Easement Agreements re: confirmation of property owner and location of property; confer with D. Lari re: Lake Benton II easements; review Easement Agreement for term of easement; review Easement Agreement for Term of Years re: reversionary rights to Northern States Power Company; confer with T. Dupuis and D. Lari re: deeds; review documents re: same.
Edward W. Zaelke	03/26/02	0.20	97.00	GE. Telephone conference with T. Dupuis re GE real estate issues and meeting with J. Lamb.
Thomas I. Dupuis	03/27/02	5.50	1,760.00	Prepare GE transfer documents; review documents re same; telephone conversations with T. Smith and S. Farnsworth re transfer issues; prepare correspondence to S. Farnsworth re same.
David P. Lari	03/27/02	5.50	1,375.00	Review maps and real estate documents; telephone conference with L. Haynes and Seymour Lazar re Lazar easement; telephone conference with S. Labbee; GE closing matters.
Lois S. LeBar	03/27/02	3.00	450.00	Review files re: assignment from Windtricity Development Corporation to Enron and verification of owner and property location in connection with GE acquisition of Enron's real property interests; confer with D. Lari re: revisions to chart of easements and other land rights relating to undeveloped land and removal of Lake Benton II properties; revise chart.
Heather Blackinton-Herd	N. 03/28/02	0.20	33.00	Conference with T. Dupuis and D. Lari re state of the closing, auction, etc.
Thomas I. Dupuis	03/28/02	6.00	1,920.00	Conference call re prototype turbine issues; prepare GE transfer documents; review documents re same; conference with D. Lari and H. Blackinton-Herd re same; telephone conversations with J. Lamb re transfer issues; telephone conversation with L. Haynes re same; telephone conversations with T. Smith and S. Farnsworth re transfer issues; prepare correspondence to S. Farnsworth re same; telephone conversation with R. Blakemore re NREL

April 13, 2002

Invoice # 1077565

Name	Date	Hours	Amount	Narrative
David P. Lari	03/28/02	5.30	1,325.00	contracts. Review maps and real estate documents; telephone conference with L. Haynes and S. Lazar re Lazar easement; telephone conference with S. Labbee; GE closing matters; telephone conference with S. Ahn; review Storm Lake and Lake Benton assignment documents; review easement agreements for Storm Lake and Lake Benton.
Arturo Patino	03/28/02	1.50	225.00	Work re revisions to undeveloped properties chart re Enron sale to G.E.
Thomas I. Dupuis	03/29/02	4.70	1,504.00	Prepare GE transfer documents; review documents re same; telephone conversation with J. Lamb re same; telephone conversation with L. Haynes re GE transfer issues; telephone call to K. Walsh re lease-contract assignment issues.
Thomas I. Dupuis	03/30/02	1.50	480.00	Prepare GE transfer documents; review documents re same.
Support Staff Total:		2.50	0.00	
Development total:		350.70	82,903.50	
Total Hours		350.70		
Total Fees			82,903.50	

Disbursements:

Category	Date	Description	Amount
Duplicating			129.45
Telephone			8.15
Total Disbursements			137.60
Total Current Amount Due			\$83,041.10

(12975.107)
California Real Estate

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Heather Blackinton-Herd	N. 04/18/02	1.70	280.50	Conference with L. Rushton re permit address discrepancies; conference with C. Eliasion re Lake Benton I EPA ID No.; review L. Rushton's requests and relay to D. Smith via email; conference with D. Smith re request information.
David P. Lari	04/19/02	8.20	2,050.00	Review e-mail forwarded by T. Dupuis regarding missing Sky River documents; meet with A. Patino to discuss such documents; telephone conference with K. Nobles; GE closing matters; meet with T. Dupuis regarding drafting of historical easement documents; telephone conference with V. Davies regarding mechanics' liens filed in Storm Lake and Lake Benton projects; meet with B. Condon regarding his review of the effects of bankruptcy on mechanics' liens' review liens filed by Truck Crane Service Company; telephone conference with D. Lyford, J. Paulson and B. Weisberg regarding payment of liens; coordinate transfer of checks and recordation of lien releases; draft e-mail to V. Davies regarding update of release of liens and issuance of checks to Truck Crane Service Company.
Thomas I. Dupuis	04/22/02	14.80	4,736.00	Revise real estate transfer documents; review documents re same; review and prepare comments to PHJW documents; multiple telephone conversations with T. Smith and S. Farnsworth re same; correspondence with T. Smith and S. Farnsworth re same; update closing checklist; conference call with client re same, closing matters; telephone conversations with J. Lamb re same; telephone conversations with L. Haynes re real estate transfer issues; conference with L. LeBar re preparation of closing forms.
Edward W. Zaelke	04/22/02	0.50	242.50	Review CEC proposal to reoke grants; conference with K. Olson re same.
Thomas I. Dupuis	04/23/02	14.00	4,480.00	Revise real estate transfer documents; review documents re same; conference call with client re same, closing matters; telephone conversations with L. Haynes re real estate issues; conference calls with M. Lueder and S. Wasowski re prototype turbine issues; updated closing checklist; review and prepare comments to PHJW documents; multiple telephone conversations with T. Smith and S. Farnsworth re same; correspondence with T. Smith and S. Farnsworth re same; telephone conversations with J. Lamb re prototype turbine issues; conference with L. LeBar re preparation of

May 20, 2002

Invoice # 1077566

Name	Date	Hours	Amount	Narrative
				closing forms; telephone conversation with WGM re same; telephone conversations with T. Katz re consent to transfer of Canada easement.
Edward W. Zaelke	04/23/02	0.30	145.50	Conference with K. Olsen re CEC grants.
Thomas I. Dupuis	04/24/02	13.00	4,160.00	Revise real estate transfer, prototype documents; review documents re same; conference call with client re same, closing matters; telephone conversations with B. Wapner re tax issues; telephone conversations with J. Woodham re Canada easement issues; revise consent form re same; telephone conversations with L. Haynes re real estate issues; update closing checklist; review and prepare comments to PHJW documents; multiple telephone conversations with T. Smith and S. Farnsworth re same; correspondence with T. Smith and S. Farnsworth re same; conference with L. LeBar re preparation of closing forms; telephone conversation with WGM re authorization documents.
Edward W. Zaelke	04/24/02	0.50	242.50	Conference with K. Olsen re CEC grant problems; telephone conference with L. Haynes re same.
Heather Blackinton-Herd	N. 04/26/02	0.50	82.50	Reviewed Assignment and Assumption Agreements with T. Dupuis.

Development total: 53.50 16,419.50

Total Hours 53.50
Total Fees 16,419.50

Disbursements:

Category	Date	Description	Amount
Air Delivery Services			9.24
Total Disbursements			9.24

Total Current Amount Due \$16,428.74

(12975.107)
California Real Estate

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Kathryn E. Olson <i>all \$420</i>	05/01/02	4.50	1,440.00	Phone call with E. Zaelke. Review quarterly reports for CEC award projects and compile worksheets re status of projects. Correspondence to and from L. Haynes re same.
Kathryn E. Olson	05/02/02	3.30	1,056.00	Phone call with E. Zaelke re letters of credit. Draft summary of information required to be submitted with petitions for reconsideration of cancellation. Draft correspondence to E. Zaelke and T. Dupuis re requirements for submission. Phone call to L. Haynes re status chart and possibility of filing construction permit applications.
Kathryn E. Olson	05/03/02	2.70	864.00	Correspondence to and from T. Dupuis re status of GE transaction. Phone calls with E. Zaelke and L. Haynes re possibility of filing applications for construction permits in satisfaction of Milestone 2. Draft correspondence to Enron staff re documents needed for inclusion with submission.
Kathryn E. Olson	05/06/02	5.80	1,856.00	Phone call with L. Haynes and L. Friedland re documents to be included with petition. Review correspondence from L. Friedland re same. Phone call with T. Dupuis re structure of transaction with GE. Review correspondence from T. Dupuis re same. Phone call with E. Zaelke re contents of submittal to CEC. Draft narrative for CEC petition.
Edward W. Zaelke	05/06/02	1.00	485.00	Review and revise draft CEC petition; telephone conference with K. Olson re same.
Kathryn E. Olson	05/07/02	10.20	3,264.00	Extensive revisions to narrative for CEC petition for reconsideration of decision to cancel funding awards. Phone calls with E. Zaelke re cash deposit option and re logistical issues. Lengthy phone call with L. Haynes and K. Nobles re evidence of permit approvals for Victory Garden and re Christensen, Lazar dispute history. Draft quarterly reports for second, third and fourth quarters of 2001 for four projects. Draft correspondence to L. Haynes re same. Correspondence to and from B. Condon re Christensen, Lazar litigation matters. Review correspondence from K. Nobles re various matters. Draft correspondence to T. Dupuis and D. Lari re legal descriptions for Victory Garden.
Edward W. Zaelke	05/07/02	1.50	727.50	Review and revise CEC petition; telephone conference with L. Haynes; telephone conference with D. Gunther re funding of L.C.s; draft email to GE re same.
Kathryn E. Olson	05/08/02	6.30	2,016.00	Email and phone calls with T. Dupuis re legal description for Victory Garden project. Correspondence to L. Haynes re same. Phone calls

June 27, 2002

Invoice # 1077567

Name	Date	Hours	Amount	Narrative
				(numerous) with L. LeBar, L. Haynes, and E. Zaelke re issues relating to filing and contents of petition. Revise petition per comments of E. Zaelke. Correspondence to and from B. Condon re petition text. Revise draft quarterly reports and draft correspondence to E. Zaelke and L. Haynes re same. Review correspondence from K. McHan re filing procedures.
Edward W. Zaelke	05/08/02	1.00	485.00	Telephone conference with L. Haynes re CEC application; telephone conference with M. Westbeld re same; telephone conference with E. Gadd; conference with J. Lamb re revisions to petition; telephone conference with D. Olson re same.
Kathryn E. Olson	05/09/02	5.70	1,824.00	Review correspondence from E. Zaelke re comments of J. Lamb and GE counsel to form of petition. Revise petition per same. Phone calls with E. Zaelke re revisions to document and review of same by B. Gates. Phone call with L. Haynes re escrow deposit and review of documents. Draft correspondence to L. Haynes re further revised versions of agreements. Phone calls and emails with L. LeBar re cover letter and cover page for submission and re filing matters. Phone call with T. Dupuis.
Edward W. Zaelke	05/09/02	0.50	242.50	Telephone conference with K. Olson re final revisions to CEC petition; review same.
Kathryn E. Olson	05/10/02	0.50	160.00	Phone call with L. LeBar re follow up items. Draft correspondence to L. Haynes re follow up items for CEC.
Development total:		43.00	14,420.00	
Total Hours		43.00		
Total Fees			14,420.00	
Total Current Amount Due				\$14,420.00

(12975.137)
Issues Re GE Transaction

Legal Services:

Name	Date	Hours	Amount	Narrative
DEVELOPMENT				
Thomas I. Dupuis	09/03/02	0.50	160.00	Telephone conversation with T. Smith re correcting CO easement problems; review documents from T. Smith re same; conference with E. Zaelke re same.
Thomas I. Dupuis	09/04/02	0.70	224.00	Telephone conversation with K. Fischer re correcting CO easement problems; correspondence with K. Fischer re same.
Thomas I. Dupuis	09/05/02	0.30	96.00	Telephone conversation with T. Smith re correcting CO easement problems; telephone conversation with L. Haynes re same.
Thomas I. Dupuis	09/10/02	0.50	160.00	Telephone conversations with J. Lamb and K. Fischer; telephone call to L. Haynes re CO easement issues.
Thomas I. Dupuis	09/12/02	0.20	64.00	Telephone conversations with T. Smith re post-closing matters; telephone conversation with L. Haynes re same; correspondence with M. Horna re same.
Thomas I. Dupuis	09/17/02	0.30	96.00	Correspondence with T. Smith, J. Lamb re post-closing matters.
Thomas I. Dupuis	09/20/02	0.20	64.00	Correspondence with K. Fischer re bankruptcy orders, CEC grants.
Development total:		2.70	864.00	
Total Hours		2.70		
Total Fees			864.00	

Disbursements:

Category	Date	Description	Amount
Telephone			5.94
Total Disbursements			5.94
Total Current Amount Due			\$869.94

EXHIBIT B**CATEGORICAL BREAKDOWN AND VALUE FOR ARNOLD & PORTER
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD OF
FEBRUARY 20, 2002 THROUGH NOVEMBER 30, 2002**

DISBURSEMENTS	AMOUNT
Air Delivery Services	\$ 725.00
Computerized Legal Research (Westlaw, Lexis)	\$ 603.64
Courier	\$ 285.25
Document Retrieval	\$ 64.00
Duplicating Services (internal)	\$ 3,910.95
Duplicating Services (external)	\$ 166.21
Filing Fees	\$ 120.95
Local Meals	\$ 152.25
Local Transportation	\$ 473.79
Long Distance Telecopy	\$ 1,007.25
Long Distance Telephone	\$ 1,637.83
Miscellaneous	\$ 6.55
Postage	\$ 22.97
Travel Meals	\$ 10.26
Travel Transportation & Lodging	\$ 5,712.80
TOTAL	\$ 14,899.70

Exhibit C

Biography of Edward Zaelke

Edward Zaelke is a Partner in Arnold & Porter's Los Angeles office who focuses on project development and finance, with a particular emphasis in wind power and other alternative energy projects. His experience extends to all elements of wind power and other alternative energy development, including power purchase contracts, siting (including wind park easements and ground leases), governmental approvals, plant site and right of way acquisition, construction, turbine purchase and sale agreements, and equity and debt financing. Mr. Zaelke has particular expertise in the negotiation and documentation of agreements to engineer, procure and construct (turnkey agreements) for energy production plants and warranty agreements.

In recent years, Mr. Zaelke has assisted clients of Arnold & Porter with the development of wind energy projects totaling over 650 MW of new capacity in the upper Midwest, Texas and on the West Coast and is currently involved in similar projects throughout the United States.

Mr. Zaelke earned his J.D. degree from the University of California, Los Angeles, where he was Managing Editor of the *UCLA Law Review* and graduated Order of the Coif.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
	:	
In re	:	Chapter 11
	:	
ENRON CORP., et al.,	:	Case No. 01-16034 (AJG)
	:	
Debtors:	:	Jointly Administered
	X	

**ORDER ALLOWING FIRST AND FINAL APPLICATION FOR
ALLOWANCE OF COMPENSATION BY ARNOLD & PORTER
FOR THE PERIOD FEBRUARY 20, 2002 THROUGH NOVEMBER 30, 2002**

Upon consideration the First and Final Application for Allowance of Compensation by Arnold & Porter (the "Application") for professional services rendered and expenses incurred during the period commencing February 20, 2002 through November 30, 2002; and a hearing having been held before this court to consider the Application on _____, 2004; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefor, it is hereby;

ORDERED that the Application is granted to the extent set forth in Schedule "A."

Dated: New York, New York
_____, 2004

ARTHUR J. GONZALES
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Case No. 01-16034 (AJG)

Case Name: In re Enron Corp., *et al.*

FEE PERIOD: FEBRUARY 20, 2002 TO NOVEMBER 30, 2002

APPLICANT	DATE/DOCKET NO. OF APPLICATION	FEE REQUESTED	FEE AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED
Arnold & Porter		\$290,428.20		\$14,889.70	

Schedule A(1)-(2)

Date: _____

Initials: _____ USBJ