

**BAKER
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HOSTETLER** LLP
COUNSELLORS AT LAW

Houston Office
1000 Louisiana, Suite 2000
Houston TX 77002-5009

Cloyes Partners, LLC
Attn: David Corsaut
1625 Broadway
Suite 990
Denver, CO 80202

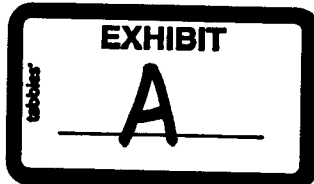
Invoice Date 03/10/03
Invoice Number 901148
Our File Number 5460/027173/00001
E. I. Number 34-0082025

For Professional Services posted through 02/28/03

Re: Enron Wind

Summary of Professional Fees:

Name	Initials	Hours	Rate	Time Value
E L Ripley	ELR	0.90	\$ 395	\$ 355.50
Total Professional Fees				\$ 355.50
Net Due This Invoice				355.50
Please Pay This Amount:				\$ 355.50



Some other services and/or expenses made on your behalf may not be included in this invoice. Amount due by Apr 09, 2003.

Cloyes Partners, LLC

Enron Wind

Page 1 of Billing Detail - Professional Services

03/10/03

Invoice Number 901148

Date	Init	Description	Hours	Time Value
02/11/03	ELR	Additional communication with L. Stoler (Enron) regarding trust issues and conflicts. <i>Case Administration (B110)</i>	0.40	\$ 158.00
02/28/03	ELR	Review recent communications and initial review of documentation. <i>Case Administration (B110)</i>	0.50	197.50

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Attn: David Corsaut
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Denver, CO 80202

Billing Date 03/10/03
Invoice Number 901148
Our File Number 5460/027173/00001
E. I. Number 34-0082025

REMITTANCE ADVICE

If you have any questions about this invoice,
you may call Beth Koerber
at (713) 751-1600.

REMIT TO: Baker & Hostetler LLP
P. O. Box 200161
Dallas TX 75320-0161

FOR WIRE REMITTANCES:

Baker & Hostetler LLP
Account Nbr 4159-704519
ABA 121000248

BANK NAME:

Wells Fargo
Houston TX 77253

Please reference the invoice number from above
when transferring funds.

Amount Enclosed \$ _____

Please return this page with your payment
to insure proper crediting of your account.

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Houston Office
1000 Louisiana, Suite 2000
Houston TX 77002-5009

Cloyes Partners, LLC
Attn: David Corsaut
1625 Broadway
Suite 990
Denver, CO 80202

Invoice Date 04/04/03
Invoice Number 907743

Our File Number 5460/027173/00001
E. I. Number 34-0082025

For Professional Services posted through 03/31/03

Re: Enron Wind

Summary of Professional Fees:

Name	Initials	Hours	Rate	Time Value	
E L Ripley	ELR	31.40	\$ 395	12,403.00	
S L Heyen	SLH	10.30	320	3,296.00	
W English Jr.	WJE	79.90	335	26,766.50	
D B Waller	DBW	4.70	235	1,104.50	
B C Trimble	BCT	7.60	135	1,026.00	
D C Calvert	DCC	2.20	110	242.00	
Total Professional Fees					\$ 44,838.00

Summary of Other Services and/or Expenses Incurred:

	Amount	
Long Distance Telephone	\$ 10.81	
Duplicating	90.80	
Telecopier	34.00	
Total Expenses		135.61
Net Due This Invoice		44,973.61

Please Pay This Amount:

\$ 44,973.61

Date	Init	Description	Hours	Time Value
02/18/03	DCC	Attention to obtaining a copy of the service list and copy of the main case docket at the request of Ms. Heyen. <i>CASE Administration (B110)</i>	0.20	22.00
02/19/03	DCC	Obtain list of twenty largest creditors via PACER; Attention to typing list of creditors for Ms. Heyen. <i>CASE Administration (B110)</i>	0.50	55.00
02/19/03	ELR	Telephone conference with D. Corsaut and review various emails and attachments regarding transaction and approval issues; review Trust and Management Agreements to respond to questions. <i>Fcc/EMPLOYMENT APPLICATIONS (B160)</i>	1.20	474.00
02/20/03	ELR	Review and exchange emails with D. Corsaut regarding revisions to Trust Agreement; review and compare 2 revised drafts. <i>Fcc/employment Applications (B160)</i>	1.20	474.00
03/03/03	ELR	Review various documentation from D. Corsaut and Enron on variety of business and transactions issues. <i>Business Operations (B210)</i>	1.80	711.00
03/04/03	WJE	Review: Closing Checklist for Wind Systems Trust and Wind Development Trust Formation; Order of Bankruptcy Court; Wind Development Trust Agreement; Wind Systems Trust Agreement; and Management Agreement. <i>Fcc/employment Applications (B160)</i>	6.50	2,177.50
03/04/03	ELR	Continued review of numerous documentation from Enron in preparation for meeting with D. Corsaut; conference with J. English regarding same. <i>Fcc/employment Applications (B160)</i>	2.10	829.50
03/05/03	BCT	Organize documents provided by client <i>CASE Administration (B110)</i>	0.30	40.50
03/05/03	SLH	Conference with Mr. English and Mr. Ripley regarding trust matters; Review of intervention filed by additional plaintiffs. <i>See Other Contested Matters (B190)</i>	1.00	320.00

Date	Init	Description	Hours	Time Value
03/05/03	WJE	Review Wind Development Trust Agreement dated as of February 27, 2003, between Enron Wind Development LLC, Enron Wind Domestic Holding LLC, Enron Wind LLC, Enron Renewable Energy Corp., and Cloyes Partners LLC, and Wind Systems Trust Agreement dated as of February 27, 2003, between Enron Wind Systems, LLC, Enron Wind Domestic Holding LLC, Enron Wind LLC, Enron Renewable Energy Corp., and Cloyes Partners LLC; Conference with D. Corsaut, Manager, Cloyes Partners, LLC regarding results of review of documents and steps to be taken in short term by Cloyes Partners as Managing Trustee. <i>Business Operations (B210)</i>	8.00	2,680.00
03/05/03	ELR	Extended telephone conference with D. Corsaut regarding Trust Agreements and establishing procedure for information from Enron Wind; review documents from D. Corsaut regarding same; current status of and potential issues; review bankruptcy pleadings and order and commence draft of Application to Employ counsel. Business Ope <i>Fee/Employment Applications (B160)</i>	4.20	1,659.00
03/06/03	BCT	Organize documents provided by client. <i>(B110) Case Administration</i>	0.30	40.50
03/06/03	SLH	Review of objection/response to master definitive agreement; Review of correspondence regarding same. <i>Fee/Employment Application (B160)</i>	0.50	160.00
03/06/03	WJE	Telephone conference with S. Behrends (LeBoeuf, Lamb) regarding nature, purpose and status of Federal Energy Regulatory Commission proceedings; Review SEC ruling forwarded by S. Behrends. <i>Business Operations (B210)</i>	2.50	837.50

Date	Init	Description	Hours	Time Value
03/06/03	ELR	Review various communications and documentation from Enron regarding Court approval on Enron Wind Trust and resolution of objections; review bankruptcy court pleadings. <i>Fee/ Employment Applications (B160)</i>	3.20	1,264.00
03/07/03	WJE	Telephone conference with S. Behrends (LeBoeuf, Lamb) regarding nature, purpose and status of Federal Energy Regulatory Commission proceedings; Review SEC and FERC proceedings forwarded by S. Behrends. <i>Business Operations (B210)</i>	4.80	1,608.00
03/07/03	ELR	Review new information and documentation from D Corsaut. <i>Case Administration (B110)</i>	1.80	711.00
03/09/03	SLH	Review of pleadings and documents; Review of retention application. <i>Fee/Employment Applications (B160)</i>	1.00	320.00
03/11/03	WJE	Review documents submitted to FERC to obtain reinstatement of facilities as qualifying facilities under Public Utilities Holding Company Act. <i>Business Operations (B210)</i>	4.30	1,440.50
03/11/03	DCC	Attention to obtaining creditor's list via PACER; Attention to compiling entire service list; Attention to compiling short service; Attention to compiling e-mail service list. <i>Case Administration (B110)</i>	1.50	165.00
03/12/03	WJE	Review documents provided by Mr. Corsaut regarding asset sales by Enron. <i>Asset Disposition (B130)</i>	3.30	1,105.50
03/13/03	BCT	Compare drafts of trust documents to scanned versions to confirm completeness. <i>Fee/ Employment Applications (B160)</i>	3.10	418.50

Date	Init	Description	Hours	Time Value
03/13/03	SLH	Conference call with Mr. Corsaut, Mr. Perkins and Mr. English regarding sale of assets (1.3); <i>Asset Disposition (B150)</i> Conference with Mr. English regarding Enron Wind Trust (.4); <i>Fee/Employment Applications (B160)</i> Review of trust documents (2.5). <i>Fee/Employment Applications (B160)</i>	4.20	1,344.00
03/13/03	WJE	Review E-Mails from Mr. Corsaut; Review files to prepare for telephone conference; Telephone conference with Mr. Corsaut and S. Heyen regarding various matters involving Wind Development Trust and Wind Systems Trust. <i>Business Operations (B210)</i>	5.30	1,775.50
03/13/03	DBW	discuss issues re: formation of entity with Mr. J. English <i>Business Operations (B210)</i>	0.30	70.50
03/14/03	BCT	Telephone call to Mr. Gadd at Enron to confirm that we have the final documents that were filed with the court; telephone conference with Mr. Gadd and Mr. Lamb (Enron Counsel) regarding the final documents filed with court and the draft trust resolutions. <i>Case Administration (B110)</i>	0.50	67.50
03/14/03	SLH	Telephone conference with Mr. English regarding trust issues, special purpose entity and bid procedures; Review of documents and emails regarding same. <i>Business Operations (B210)</i>	1.80	576.00
03/14/03	WJE	Review revised drafts of FERC applications; Prepare E-Mail to Mr. Corsaut regarding nature of Trusts' assets. <i>Asset Analysis and Recovery (B125)</i>	1.50	502.50
03/14/03	DBW	discuss scheduling issues with Mr. Perkins; <i>Case Administration (B110)</i>	0.30	70.50

Date	Init	Description	Hours	Time Value
03/17/03	BCT	Organize and index documents related to transaction; contact Colorado Secretary of State to obtain Certificate of Good Standing for Cloyes Partners, LLC; telephone conference with Mr. Perkins at Jacobs Chase Frick regarding standing in Colorado; telephone conference with Mr. Lamb regarding status of resolutions. <i>Case Administration (B110)</i>	2.90	391.50
03/17/03	WJE	Review E-Mail from C. Trimble; Prepare E-Mail to Mr. Corsaut regarding certificate required for FERC filing; Prepare E-Mails to S. Behrends (LeBoeuf, Lamb) and J. Lamb (Enron) regarding same. <i>Case Administration (B110)</i>	3.30	1,105.50
03/17/03	DBW	Discuss issues regarding formation of special purpose entity with Mr. J. English; discuss advantages and disadvantages of same with Mr. M. Perkins. <i>Business Operations (B210)</i>	1.00	235.00
03/17/03	ELR	Review numerous emails and various documents regarding Enron Wind issues; review and comment on retention pleadings for Jacobs Clark; extensive office conference with J. English regarding trust resolutions; structure and pending issues. <i>Business Operations (B210)</i>	1.80	711.00
03/18/03	BCT	Telephone conversation with Mr. Lamb's secretary regarding delivery of signed documents; organize additional documents for Mr. English's review; <i>Case Administration (B110)</i>	0.50	67.50
03/18/03	SLH	Receipt and review of email correspondence regarding trust issues (.5); Conference with Mr. Ripley regarding retention application and special purpose vehicle (.3). <i>Fee/Employment Application (B160)</i>	0.80	256.00

Date	Init	Description	Hours	Time Value
03/18/03	WJE	Telephone conference with Messrs. Corsaut and Ripley regarding proposed Resolution and Appointment by The Managing Trustee of Wind Systems Trust and Wind Development Trust submitted on March 12, 2003; Telephone conference with J. Lamb (Attorney, Enron) regarding same; Review Wind Development Trust Agreement dated as of February 27, 2003, between Enron Wind Development LLC, Enron Wind Domestic Holding LLC, Enron Wind LLC, Enron Renewable Energy Corp., and Cloyes Partners LLC, and Wind Systems Trust Agreement dated as of February 27, 2003, between Enron Wind Systems, LLC, Enron Wind Domestic Holding LLC, Enron Wind LLC, Enron Renewable Energy Corp., and Cloyes Partners LLC; Telephone conference with Messrs. Corsaut and Ripley regarding results of review and recommendations regarding creation of single purpose entity; Conference with D. Waller regarding decisions about creation of single purpose entity; Telephone conference with M. Perkins regarding same; Prepare To Do List. <i>Business Operations (B210)</i>	6.80	2,278.00
03/18/03	DBW	Draft and revise memo regarding Texas franchise tax for use by client when structuring operations in Texas, if any; review related correspondence and provide direct response to same. <i>Tax Issues (B240)</i>	2.80	658.00

Date	Init	Description	Hours	Time Value
03/18/03	ELR	Review various documentation on Wind Trust issues various office conferences with J. English and telephone conference with D. Corsaut regarding marketing, sale and bankruptcy issues; telephone conference with creditors' committee counsel regarding same; follow-up on pending open issues. <i>Business Operations (B215)</i>	2.30	908.50
03/19/03	WJE	Telephone conference with Mr. Corsaut and S. Mendoca (LeBoeuf, Lamb) regarding response to message left with Mr. Corsaut by K. McCarthy; Review and revise Resolution and Appointment of Attorney-in-Fact submitted by Enron; Prepare E-Mail to Mr. Corsaut and J. Lamb (Enron) regarding same; Telephone conference with J. Lamb and W. Skarda (Weil, Gotschall) regarding comments on revisions; Telephone conference with Mr. Corsaut regarding same; Telephone conference with Messrs. Corsaut and Lamb regarding same; Review Trust Management agreements with Wind Development Trust and Wind Systems Trust; Telephone conference with Mr. Corsaut regarding results of review; Telephone conference with Mr. Corsaut regarding same. <i>Case Administration (A110)</i>	5.30	1,775.50
03/19/03	DBW	Discuss status of with Mr. J. English. <i>Case Administration (A110)</i>	0.30	70.50
03/19/03	ELR	Exchange communications with S. Otilier (counsel for Committee) regarding business and sale issues; review new information from D. Corsaut regarding same. <i>Asset Disposition (B130)</i>	2.10	829.50

Date	Init	Description	Hours	Time Value
03/20/03	WJE	Review and respond to E-Mail from J. Lamb (Enron); Review revised Appointment of Attorney-in-Fact; Prepare E-Mails to Messrs. Corsaut and Lamb regarding same; Telephone conference with Mr. Corsaut regarding same; Review applications for recertification as qualifying facilities to be filed with FERC by corporations owned by Trusts; Telephone conferences with S. Behrends and J. Lamb regarding same; Telephone conference with S. Behrends regarding his comments on Appointment of Attorney-in-Fact; Revise Appointment of Attorney-in-Fact per comments of S. Behrends and J. Lamb; Prepare E-Mail to Mr. Corsaut regarding execution of Appointment of Attorney-in-Fact; Prepare To Do List. <i>Business Operations (B210)</i>	7.80	2,613.00
03/20/03	ELR	Review various emails with information on pending issues extended telephone conference with D. Corsaut regarding status on discussion with Enron and T. Hardie (Consultant for Committee); respond and email by counsel for Committee. <i>Business Operations (B210)</i>	1.20	474.00
03/21/03	ELR	Review various updates, memorandum and documentation on current issues; conference with J. English regarding SEC/FERC documents. <i>Business Operations (B210)</i>	3.10	1,224.50
03/24/03	WJE	Review FERC Applications prepared by LeBoeuf, Lamb; Revise To Do List. <i>Business Operations (B210)</i>	4.00	1,340.00
03/24/03	ELR	Review various emails and documents and summaries on legal and business issues. <i>Business Operations (B210)</i>	1.00	395.00

Date	Init	Description	Hours	Time Value
03/25/03	WJE	Review FERC Applications for Sky River and VGIV prepared by LeBoeuf, Lamb. Business Operations (B210)	0.30	100.50
03/25/03	ELR	Review extended notes and memorandum from D. Corsaut; review updated task list fro J. English. Case Administration (B110)	1.90	750.50
03/26/03	SLH	Review of correspondence via email regarding sale of assets and procedure for sale. Asset Disposition (B130)	0.50	160.00
03/26/03	WJE	Review applications filed at FERC to recertify facilities as Qualifying Facilities; Prepare schedule of assets. Case Administration (B110)	7.00	2,345.00
03/26/03	ELR	Review update information from D. Corsuat and J. English as pending issues. Case Administration (B110)	1.70	671.50
03/27/03	WJE	Review applications filed at FERC to recertify facilities as qualifying facilities; Prepare schedule of assets. Case Administration (B110)	5.00	1,675.00
03/27/03	ELR	Review emails and documents form D. Corsaut on outstanding business issues. Business Operations (B210)	0.80	316.00
03/28/03	WJE	Review applications filed at FERC to recertify facilities as qualifying facilities; Prepare schedule of assets. Case Administration (B110)	4.20	1,407.00
03/31/03	SLH	Conferences with Mr. English regarding trust and sale procedures; Review of email correspondence regarding same. Asset Disposition (B130)	0.50	160.00

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Attn: David Corsaut
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Billing Date 04/04/03
Invoice Number 907743
Our File Number 5460/027173/00001
E. I. Number 34-0082025

REMITTANCE ADVICE

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you may call Beth Koerber
at (713) 751-1600.

REMIT TO: Baker & Hostetler LLP
P. O. Box 200161
Dallas TX 75320-0161

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Houston TX 77002-5009

Cloyes Partners, LLC
Attn: David Corsaut
1625 Broadway
Suite 990
Denver, CO 80202

Invoice Date 05/16/03
Invoice Number 917032
Our File Number 5460/027173/00001
E. I. Number 34-0082025

For Professional Services posted through 04/30/03

Re: Enron Wind

Summary of Professional Fees:

Name	Initials	Hours	Rate	Time Value	
E L Ripley	ELR	7.20	\$ 395	\$ 2,844.00	
S L Heyen	SLH	2.50	320	800.00	
R M Wolin	RMW	0.80	360	288.00	
W English Jr.	WJE	16.70	335	5,594.50	
Y V Balabon	YVB	1.70	165	280.50	
C J Pratkan	CJP	24.10	140	3,374.00	
Total Professional Fees					\$ 13,181.00

Summary of Other Services and/or Expenses Incurred:

	Amount	
Long Distance Telephone	\$ 5.98	
Duplicating	4.00	
Automated Research	51.13	
Corporate Services	650.76	
Total Expenses		711.87
Net Due This Invoice		13,892.87

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Client: 027173 Cloyses Partners, LLC
Matter: 00001 Enron Wind

Invoice Date 05/16/03
Invoice Number 917032
Page 1

Task Code Matter Summary Report

TASK CODE	DESCRIPTION	INVOICE		INCEPTION-TO-DATE	
		HOURS BILLED	AMOUNT BILLED	HOURS BILLED	AMOUNT BILLED
B100	Administration	10.00	3,374.00	10.00	3,374.00
B110	Case Administration	20.40	4,966.50	20.40	4,966.50
B130	Asset Disposition	0.80	316.00	0.80	316.00
B160	Fee/Employment Applications	13.10	1,834.00	13.10	1,834.00
B210	Business Operations	7.90	2,374.50	7.90	2,374.50
B410	General Bankruptcy Advice/Opinions	0.80	316.00	0.80	316.00
Totals		53.00	13,181.00	53.00	13,181.00

Date	Init	Description	Hours	Time Value
TASK CODE: B100 Administration				
04/03/03	ELR	Exchange communication with D. Corsaut regarding open issues and meeting with NUR in Houston next week.	0.40	158.00
04/14/03	WJE	Review and prepare response to E-Mail from L. Pinder (Enron) regarding comments on the Consent to Election for Enron Wind Cabazon LLC, Enron Wind Cabazon Funding LLC, Cabazon Holdings LLC, Sky River LLC, Victory Garden LLC, Victory Garden Power Partners I LLC, and ZWHC LLC, all Delaware LLCs; Review comments by Y. Balabon; Conference with R. Wolin regarding preparation of Officer's Certificate for same; Telephone conference with J. Lamb (Enron) regarding same; Telephone conference with Mr. Corsaut regarding same.	1.80	603.00

Date	Init	Description	Hours	Time Value
04/15/03	WJE	Telephone conference with J. Lamb (Enron) regarding need for an officer's certificate with regard to the Consent to Election and need for certified copies of the regulations of each of the Enron Wind companies; Prepare E-Mail to J. Lamb regarding same; Review and respond to E-Mails from L. Pinder regarding furnishing of Regulations for each of the Enron Wind companies; Review and respond to E-Mails from Mr. Corsaut regarding Fortis loan and California Energy Commission ("CEC") settlement; Review term sheets for Fortis Bank loan and Deal Approval Sheet ("DASH") for settlement with CEC; Prepare E-Mail to B. Nebergall (Enron) requesting contact list and proposed time for conference call to discuss these matters; telephone conference with L. Stoler (Enron) regarding same; Telephone conference with Mr. Corsaut regarding same.	4.00	1,340.00
04/16/03	WJE	Review the DASH for the California Energy Commission settlement and summary of terms for Fortis Bank loan; Telephone conference with L. Stoler regarding termination of Cloyes as Trustee; Prepare E-Mails to Messrs. Corsaut and Ripley regarding same; Telephone conference with Mr. Corsaut regarding same.	3.80	1,273.00

TASK CODE: B110 Case Administration

04/01/03	SLH	Review of trust documents at the request of Mr. English.	2.50	800.00
04/02/03	RMW	Review of consents.	0.50	180.00
04/07/03	WJE	Telephone conference with Mr. Corsaut and E. Ripley regarding status of various Enron matters.	0.80	268.00
04/08/03	ELR	Review weekly Enron Wind letter; communications with D. Corsaut regarding pending issues.	0.60	237.00
04/11/03	ELR	Review communication on bankruptcy issues regarding payment; telephone conference with L. Stoler regarding same.	0.60	237.00
04/14/03	RMW	Review of secretary's certificate.	0.30	108.00
04/14/03	ELR	Review numerous pleadings and exhibits from L. Stoler (Enron in-house counsel) regarding procedures for payment of fees.	1.20	474.00
04/14/03	YVB	Discussed the documents necessary to finalize the annual election form with Mr. J. English and e mailed the request to the client to forward such document for review.	0.10	16.50
04/15/03	CJP	Meet with Mr. Ripley regarding status and task assignment; preparation of exhibits and fee submission.	4.50	630.00
04/15/03	ELR	Telephone conference with D. Corsaut regarding sale of trust assets; procedure and contacts by interested parties; review communications regarding same; trustee approval issues and payments.	1.20	474.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Time Value</u>
04/16/03	CJP	File research for Baker & Hostetler billing; numerous communication with Yvette Guy regarding same; begin preparation of fee submission; meet briefly with Mr. Ripley regarding Cloyes fee submission and Baker & Hostetler fee submission; preparation of correspondence to Mr. Corsaut regarding additional information required for fee submission.	3.90	546.00
04/16/03	ELR	Various telephone conferences with D. Corsaut regarding informal Notice of NUR's Intent to Appoint New Manager Trustee; review agreement regarding trustee's duties and obligations in transition period; communicate with L. Stoler regarding same; follow-up telephone conference with D. Corsaut regarding fees and submission of report.	1.20	474.00
04/17/03	CJP	Assign task code to February Baker & Hostetler invoice and begin same to March; preparation of task codes for Mr. Corsaut; preparation of correspondence to Mr. Corsaut regarding same.	2.60	364.00
04/28/03	ELR	Exchange communication with D. Corsaut regarding new managing trustee and submission of fees.	0.40	158.00

TASK CODE: B130 Asset Diposition

04/07/03	ELR	Extended telephone conference with D. Corsaut regarding status of information and update from Enron; upcoming deadlines and meetings on sale of assets.	0.80	316.00
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TASK CODE: B160 Fee/Employment Applications

04/21/03	CJP	Preparation of fee submission and exhibits.	3.20	448.00
04/21/03	CJP	Telephone conference with David Corsaut regarding fee submission for Cloyes preparation of Cloyes exhibits to fee submission.	2.40	336.00
04/23/03	CJP	Preparation of Certification and summary for Baker & Hostetler ; begin preparation of fee submission.	1.10	154.00
04/24/03	CJP	Amend exhibits to Baker & Hostetler fee application and Cloyes fee submission; preparation of Summary Cover Sheet and Certificate for Cloyes; meet briefly with Mr. Ripley regarding task assignment for fee submission.	2.10	294.00
04/24/03	CJP	Preparation of Cloyes fee submission exhibits specifically daily time entries.	4.30	602.00

TASK CODE: B210 Business Operations

04/02/03	WJE	Review applications for recertification of qualifying facilities filed with FERC; Continue to prepare table of asset ownership.	2.50	837.50
04/11/03	WJE	Review applications for recertification of qualifying facilities filed with FERC; Continue to prepare table of asset ownership.	3.80	1,273.00
04/14/03	YVB	Reviewed Delaware law and prepared the Officer's Certificate for each company.	1.60	264.00

TASK CODE: B410 General Bankruptcy Advice/Opinions

04/22/03	ELR	Review various communications from David Corsaut regarding Notice and Motion of Enron Wind for approval of new managing trustee; Review Pleadings.	0.80	316.00
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Invoice Date 06/09/03
Invoice Number 922431
Our File Number 5460/027173/00001
E. I. Number 34-0082025

For Professional Services posted through 05/31/03

Re: Enron Wind

Summary of Professional Fees:

Name	Initials	Hours	Rate	Time Value	
E L Ripley	ELR	2.70	\$ 395	\$ 1,066.50	
M H Charity	MHC	8.20	260	2,132.00	
C J Pratka	CJP	21.60	140	3,024.00	
Total Professional Fees					\$ 6,222.50

Summary of Other Services and/or Expenses Incurred:

	Amount	
Long Distance Telephone	\$ 0.07	
Duplicating	356.20	
Postage	8.75	
Filing Fees	90.00	
Service of Process Fees	90.00	
Total Expenses		545.02
Net Due This Invoice		6,767.52

Please Pay This Amount **\$ 6,767.52**

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Client: 027173 Cloyses Partners, LLC
Matter: 00001 Enron Wind

Invoice Date 06/09/03
Invoice Number 922431
Page 1

Task Code Matter Summary Report

TASK CODE	DESCRIPTION	INVOICE		INCEPTION-TO-DATE	
		HOURS BILLED	AMOUNT BILLED	HOURS BILLED	AMOUNT BILLED
B100	Administration	1.80	711.00	11.80	4,085.00
B110	Case Administration	12.90	2,035.50	33.30	7,002.00
B130	Asset Disposition	0.00	0.00	0.80	316.00
B160	Fee/Employment Applications	9.60	1,344.00	22.70	3,178.00
B210	Business Operations	0.00	0.00	7.90	2,374.50
B410	General Bankruptcy Advice/Opinions	8.20	2,132.00	9.00	2,448.00
Totals		32.50	6,222.50	85.50	19,403.50

Date	Init	Description	Hours	Time Value
TASK CODE: B100 Administration				
05/01/03	ELR	revise fee submission pleadings for Cloyes Partners and Baker & Hostetler; conference with C. Pratka regarding same; review Debtors' Enron Wind Trust pleadings.	1.80	\$ 711.00

TASK CODE: B110 Case Administration

05/01/03	CJP	Assist attorney in preparation of exhibits for submission for fees and expenses; amend Cloyes Summary per Mr. Ripley; file research for Notice/Motion for new managing trustee; research for and preparation of amended short service list.	1.80	252.00
05/02/03	CJP	Preparation of Notice of Submission and summary for Cloyes and Baker & Hostetler per Mr. Ripley's correction; preparation of exhibits to same and PDF files per Mr. Charity; telephone conference with Mr. Charity regarding filing of same; preparation of correspondence to Mr. Charity forward said document for filing.	3.80	532.00
05/02/03	CJP	Preparation of certificate of service for Baker & Hostetler documents and Cloyes documents; preparation of correspondence to Mr. Matthew regarding service; assist with preparation of packets of documents for service; receive correspondence from Mr. Matthews regarding additional amend Baker & Hostetler and Cloyes notices; preparation of Amended Notice for service and file.	2.00	280.00
05/02/03	ELR	Attention to submission of Cloyes Partners and Baker & Hostetler invoices to Enron bankruptcy court; communications with M. Charity (New York) regarding same.	0.90	355.50
05/15/03	CJP	Begin preparation of exhibits for Baker & Hostetler Fee Submission; meet several times with Ms. Ross regarding billing format for determine task codes for timed billing.	1.80	252.00

<u>Date</u>	<u>Init</u>	<u>Description</u>	<u>Hours</u>	<u>Time Value</u>
05/16/03	CJP	Communication with Ed Ripley regarding Baker & Hostetler fee submission; preparation of Baker & Hostetler invoice for inclusion in fee submission; Communication with Sharon Ross regarding same; preparation of Baker & Hostetler fee submission exhibits; meet briefly with Mr. Ripley regarding same; preparation of correspondence to Matthew Charity regarding same.	2.20	308.00
05/21/03	CJP	Final disposition of all information concerning fee application, invoices, task codes and court orders.	0.40	56.00

TASK CODE: B160 Fee/Employment Applications

05/14/03	CJP	Preparation of Notice of Submission.	1.90	266.00
05/19/03	CJP	Preparation of Jacobs Chase fee submission and exhibits; code all Jacobs Chase time entries fee February, March and April.	2.50	350.00
05/19/03	CJP	Amend Baker & Hostetler and Cloyes fee submission documents per Mr. Ripley; preparation of Certificate of Service for Baker & Hostetler fee submission and Jacob Chase Certificate of Service for its fee submission; Amend Jacob Chase and Baker & Hostetler Notice of submission per Mr. Ripley.	0.90	126.00
05/19/03	CJP	Telephone conference with Mr. Charity in Baker & Hostetler New York office regarding submission filings; preparation of all fee submission, Baker & Hostetler, Cloyes and Jacobs Chase in .pdf format; preparation of correspondence to Mr. Charity including same and pleading in word format for 5/20 filing in New York City.	1.70	238.00
05/20/03	CJP	Various communication with Matthew Charity regarding fee submission filings; additional communication with Mr. Charity regarding fee submission exhibits; preparation of exhibits to the Jacob Chase, Baker & Hostetler and Cloyes fee submission; preparation of same in pdf format and forward same to Mr. Charity.	2.10	294.00
05/20/03	CJP	Preparation of fee submission documents for service; additional communication from Mr. Charity and Ms. Ayers regarding same.	0.50	70.00

TASK CODE: B410 General Bankruptcy Advice/Opinions

05/02/03	MHC	Confer with Mr. Ripley regarding summary and notice of fees; review draft notices and prepare notices for filing.	3.50	910.00
05/19/03	MHC	Email Ms. Pratka regarding documents for filing; initial review of documents.	0.50	130.00
05/20/03	MHC	Preparation of fee summaries for filing; filing of summaries (on disk and on paper).	4.20	1,092.00

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Houston Office
1000 Louisiana, Suite 2000
Houston TX 77002-5009

Cloyes Partners, LLC
Attn: David Corsaut
1625 Broadway
Suite 990
Denver, CO 80202

Invoice Date 07/08/03
Invoice Number 929544
Our File Number 5460/027173/00001
E. I. Number 34-0082025

For Professional Services posted through 06/30/03

Re: Enron Wind

Summary of Professional Fees:

Name	Initials	Hours	Rate	Time Value	
E L Ripley	ELR	3.80	\$ 395	\$ 1,501.00	
C J Pratka	CJP	9.90	140	1,386.00	
Total Professional Fees					\$ 2,887.00

Summary of Other Services and/or Expenses Incurred:

	Amount	
Duplicating	\$ 83.40	
Postage	0.60	
Telecopier	46.00	
Total Expenses		130.00
Net Due This Invoice		3,017.00

Please Pay This Amount **\$ 3,017.00**

Some other services and/or expenses made on your behalf may not be included in this invoice. Amount due by Aug 07, 2003.

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Client: 027173 Cloyses Partners, LLC
Matter: 00001 Enron Wind

Invoice Date 07/08/03
Invoice Number 929544
Page 1

Task Code Matter Summary Report

TASK CODE	DESCRIPTION	INVOICE		INCEPTION-TO-DATE	
		HOURS BILLED	AMOUNT BILLED	HOURS BILLED	AMOUNT BILLED
B100	Administration	0.00	0.00	11.80	4,085.00
B110	Case Administration	5.00	1,669.00	38.30	8,671.00
B130	Asset Diposition	0.00	0.00	0.80	316.00
B160	Fee/Employment Applications	8.70	1,218.00	31.40	4,396.00
B210	Business Operations	0.00	0.00	7.90	2,374.50
B410	General Bankruptcy Advice/Opinions	0.00	0.00	9.00	2,448.00
Totals		13.70	2,887.00	99.20	22,290.50

Date	Init	Description	Hours	Time Value
TASK CODE: B110 Case Administration				
06/02/03	CJP	Meet briefly with Mr. Ripley regarding task assignment; file research for filing dates of all fee submission for Cloyes, Baker & Hostetler and Jacob Chase; file research for Jacobs Chase fee submission and preparation of same for forwarding to Mary Cilia.	0.60	\$ 84.00
06/02/03	ELR	Extended telephone conferences with M. Cilio and Paulette at Enron on payment of invoices; update D.Corsaut regarding same.	1.00	395.00
06/03/03	CJP	Meet briefly with Mr. Ripley regarding task assignment; extensive file research for file stamped cover page of fee submission filings; preparation of fax to Mary Cilia regarding same.	0.60	84.00
06/03/03	ELR	Telephone conferences with representatives of Enron Wind on filing of invoices with Bankrutpcy Court and payment.	0.80	316.00
06/04/03	ELR	Exchange communication with M. Cilia (Enron Wind) regarding Cloyes and Baker & Hostetler fee submission; fax front-file stamped pages for her review.	0.80	316.00
06/06/03	ELR	Communications with M. Cilio (Enron Wind) regarding status of payment of fees.	0.40	158.00
06/18/03	ELR	Telephone conference with M. Cilia (Enron) and K. Fisher (. (attorney for Enron) regarding payment of Cloyes and Baker & Hostetler fees; communication with D. Corsaut regarding same.	0.80	316.00

TASK CODE: B160 Fee/Employment Applications

06/25/03	CJP	Preparation of fee applicaton for Baker & Hostetler ; begin preparation of Cloyes fee application.	4.20	588.00
06/27/03	CJP	Preparation of Fee Application exhibits.	4.50	630.00

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Cloyse Partners, LLC
Attn: David Corsaut
1625 Broadway
Suite 990
Denver, CO 80202

Billing Date 07/08/03
Invoice Number 929544
Our File Number 5460/027173/00001
E. I. Number 34-0082025

REMITTANCE ADVICE

If you have any questions about this invoice,
contact Beth Koerber.
Phone: (713) 751-1600
Fax : (713) 751-1717
Email: bkoerber@bakerlaw.com

REMIT TO: Baker & Hostetler LLP
P. O. Box 200161
Dallas TX 75320-0161

FOR WIRE REMITTANCES:

Baker & Hostetler LLP
Account Nbr 4159-704519
ABA 121000248

BANK NAME:

Wells Fargo
Houston TX 77253

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Houston Office
1000 Louisiana, Suite 2000
Houston TX 77002-5009

Cloyeses Partners, LLC
Attn: David Corsaut
1625 Broadway
Suite 990
Denver, CO 80202

Invoice Date 08/07/03
Invoice Number 937578
Our File Number 5460/027173/00001
E. I. Number 34-0082025

For Professional Services posted through 07/31/03					
Re: Enron Wind					
Summary of Professional Fees:					
Name	Initials	Hours	Rate	Time Value	
C J Pratka	CJP	16.30	\$ 140	\$ 2,282.00	
Total Professional Fees					\$ 2,282.00
Summary of Other Services and/or Expenses Incurred:					
				Amount	
Duplicating				\$ 3.40	
Corporate Services				104.46	
Total Expenses					107.86
Net Due This Invoice					2,389.86
Please Pay This Amount					\$ 2,389.86

Some other services and/or expenses made on your behalf may not be included in this invoice. Amount due by Sep 08, 2003.

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Client: 027173 Cloyes Partners, LLC
 Matter: 00001 Enron Wind

Invoice Date 08/07/03
 Invoice Number 937578
 Page 1

Task Code Matter Summary Report

TASK CODE	DESCRIPTION	INVOICE		INCEPTION-TO-DATE	
		HOURS BILLED	AMOUNT BILLED	HOURS BILLED	AMOUNT BILLED
B100	Administration	0.00	0.00	11.80	4,085.00
B110	Case Administration	0.00	0.00	38.30	8,671.00
B130	Asset Diposition	0.00	0.00	0.80	316.00
B160	Fee/Employment Applications	16.30	2,282.00	47.70	6,678.00
B210	Business Operations	0.00	0.00	7.90	2,374.50
B410	General Bankruptcy Advice/Opinions	0.00	0.00	9.00	2,448.00
Totals		16.30	2,282.00	115.50	24,572.50

Date	Init	Description	Hours	Time Value
TASK CODE: B160 Fee/Employment Applications				
07/01/03	CJP	Preparation of Baker & Hostetler fee application; Begin preparation of Cloyes fee application.	2.70	\$ 378.00
07/02/03	CJP	Amend Baker & Hostetler fee application per Mr. Ripley; preparation of exhibits; Legal research for legal cites per Mr. Ripley.	5.40	756.00
07/09/03	CJP	Preparation of Baker & Hostetler fee application per Mr. Ripley's amendments; preparation of Cloyes fee application; preparation of Cloyes fee application exhibits; amend Baker & Hostetler fee application with June invoices; amend Baker & Hostetler fee application exhibits with June fees and expenses.	7.80	1,092.00
07/10/03	CJP	Preparation of Baker & Hostetler fee application and Cloyes fee application for attorney review; preparation of Cloyes Exhibit C; meet briefly with Mr. Ripley regarding same.	0.40	56.00

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COUNSELLORS AT LAW

Cloyes Partners, LLC
Attn: David Corsaut
1625 Broadway
Suite 990
Denver, CO 80202

Billing Date 08/07/03
Invoice Number 937578
Our File Number 5460/027173/00001
E. I. Number 34-0082025

REMITTANCE ADVICE

If you have any questions about this invoice,
contact Beth Koerber.
Phone: (713) 751-1600
Fax : (713) 751-1717
Email: bkoerber@bakerlaw.com

REMIT TO: Baker & Hostetler LLP
P. O. Box 200161
Dallas TX 75320-0161

FOR WIRE REMITTANCES:

Baker & Hostetler LLP
Account Nbr 4159-704519
ABA 121000248

BANK NAME:

Wells Fargo
Houston TX 77253

Please reference the invoice number from above
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February-03

Attorney	Hourly Rate	Case Administration	Asset Analysis	Asset Disposition	Fee/Employ. Appl.	Other Contested Matters	Business Operations	Tax Issues	TOTAL
E.L. Ripley	\$395.00	0.90							0.90
S.L. Heyen	\$320.00								
W.J. English	\$335.00								
D. B. Waller	\$235.00								
C. J. Prarka	\$140.00								
B.C. Trimble	\$135.00								
D.C. Calvert	\$110.00								
TOTAL		0.90							0.90



March-03

Attorney	Hourly Rate	Case Administration	Asset Analysis	Asset Disposition	Fee/Employ. Appl.	Other Contested Matters	Business Operations	Tax Issues	TOTAL
E.L. Ripley	\$395.00	5.40		2.10	11.90		12.00		31.40
S.L. Heyen	\$320.00			2.30	5.20	1.00	1.80		10.30
W.J. English	\$335.00	24.80	1.50	3.30	6.50		43.80		79.90
D. B. Waller	\$235.00	0.60					1.30		4.70
B.C. Trimble	\$135.00	4.50			3.10			2.80	7.60
D.C. Calvert	\$110.00	2.20							2.20
TOTAL		37.50	1.50	7.70	26.70	1.00	58.90	2.80	136.10

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April-03

Attorney	Hourly Rate	Administration	Case Administration	Asset Disposition	Fee/Employ. Appl.	Business Operations	General Bankruptcy Advice/Opinion	TOTAL
E.L. Ripley	\$395.00	0.4	5.2	0.8			0.8	7.2
S.L. Heyen	\$320.00		2.5					2.5
W.J. English	\$335.00	9.6	0.8			6.3		16.7
R. M. Wolin	\$360.00		0.8					0.8
Y. V. Balabon	\$165.00		0.1			1.6		1.7
C. J. Pratkan	\$140.00		11		13.1			24.1
TOTAL		10	20.40	0.80	13.10	7.90	0.80	53.00

May-03

Attorney	Hourly Rate	Case Admin,	Asset Analysis	Asset Disposition	Fee/Employ. Appl.	Other Contested Matters	Business Operations	Tax Issues	General Advice / Opinions	TOTAL
E.L. Ripley	\$395.00	2.70								2.70
S.L. Heyen	\$320.00									
W.J. English	\$335.00									
D.B. Waller	\$235.00									
M. H. Charity	\$260.00									
C.J. Prarka	\$140.00	12.00			9.60				8.20	21.60
B.C. Trimble	\$135.00									
D.C. Calvert	\$110.00									
TOTAL		14.70			9.60				8.20	32.50

June-03

Attorney	Hourly Rate	Case Admin,	Asset Analysis	Asset Disposition	Fee/Employ. Appl.	Other Contested Matters	Business Operations	Tax Issues	General Advice / Opinions	TOTAL
E.L. Ripley	\$395.00	3.80								3.80
S.L. Heyen	\$320.00									
W.J. English	\$335.00									
D.B. Waller	\$235.00									
M. H. Charity	\$260.00									0.00
C.J. Ptaka	\$140.00	1.20			8.70					9.90
B.C. Trimble	\$135.00									
D.C. Calvert	\$110.00									
TOTAL		5.00			8.70					13.70

July-03

Attorney	Hourly Rate	Case Admin,	Asset Analysis	Asset Disposition	Fee/Employ. Appl.	Other Contested Matters	Business Operations	Tax Issues	General Advice / Opinions	TOTAL
E.L. Ripley	\$395.00									
S.L. Heyen	\$320.00									
W.J. English	\$335.00									
D.B. Waller	\$235.00									
M. H. Charity	\$260.00									
C.J. Ptaka	\$140.00				16.3					16.3
B.C. Trimble	\$135.00									
D.C. Calvert	\$110.00									
TOTAL					16.3					16.3

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EXPENSES

	MARCH	APRIL	MAY	JUNE	JULY	TOTAL
Long Distance Telephone	10.81	5.98	0.07			16.86
Duplicating	90.80	4.00	356.20	83.40	3.40	537.80
Automated Research		51.15				51.15
Corporate Services		650.76			104.46	755.22
Telecopier	34.00			46.00		80.00
Postage			8.75		0.60	9.35
Filing Fees			90.00			90.00
Service of Process Fees			90.00			90.00
TOTAL	135.61	711.89	545.02	130.00	107.86	1,630.38



Yuliya V. Balabon

Houston (713) 646-1357

Practice Group: Business

Areas of Emphasis: Transactions

Bar Admissions: Texas, 2002

Education: J.D., University of Texas at Austin, 2002
B.A., University of Texas at Austin, *high honors*, Phi Beta Kappa, 1999



Summary:

Yuliya Balabon assists in general business and corporate transactions, including corporate governance, formation/dissolution of business entities, distribution contracts, licensing agreements, and commercial contracts. In addition, she assists in the representation of a large publicly-traded company in its commercial real estate leasing transactions.

While in law school, Ms. Balabon served as an Articles and Notes Editor of the *Texas International Law Journal*. Her prior experience includes internships with the United Nations Headquarters, Office of Legal Affairs, in New York and the Texas State Securities Board in Austin. Ms. Balabon has also assisted in registration of a mutual fund with the SEC, pursuant to the Investment Company Act of 1940 and the Securities Act of 1933.

Ms. Balabon is a member of the State Bar of Texas, the Texas Young Lawyer's Association, and the Houston Bar Association, Corporate Counsel Section.

Ms. Balabon is fluent in Russian.

5964.53



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Matthew H. Charity

New York (212) 589-4240

Practice Group: Litigation

Areas of Emphasis: Commercial Litigation
White Collar Crime

Bar Admissions: United States District Court,
Southern and Eastern Districts of
New York, 2000
New York, 2000

Education: J.D., Columbia Law School, 1999
A.B., Princeton University, 1996



Summary: Matthew H. Charity is an associate in the litigation group in the Firm's New York office. He focuses his practice on general commercial litigation, and white collar and corporate criminal matters.

Prior to joining the Firm, Mr. Charity was an associate at Fried, Frank, Harris, Shriver and Jacobson, where he worked in general commercial litigation. Some of the matters on which Mr. Charity has experience include international contract disputes, state and federal RICO defense, and defense in employment contract litigation.

5620.42

W. John English, Jr.

Houston: (713) 646-1384

Practice Group: Business

Areas of Emphasis: Environmental
Energy

Bar Admissions: Texas, 1973
Louisiana, 1972

Education: J.D., Louisiana State University, 1972
B.S., Louisiana Tech University, 1970



Summary: John English has been involved in environmental matters affecting business since 1972. He is experienced in handling environmental matters that affect the sale and leasing of commercial real estate, industrial properties, refineries, and manufacturing plants. Some of John's more significant transactions involving energy, industrial, and manufacturing clients are outlined below:

- ◆ Lead counsel in multifirm representation of manufacturing subsidiary of publicly traded corporation before Texas Natural Resource Conservation Commission ("TNRCC") in alleged violations of state and federal clean air laws.
- ◆ Represented sports authority of major Texas city in negotiations with TNRCC about alleged violations of state and federal laws regarding hazardous substances and hazardous waste at site of domed sports arena.
- ◆ Represented international laboratory before the United States Environmental Protection Agency ("EPA") regarding liability for cleanup of Federal Superfund Site in Louisiana.
- ◆ Represented international laboratory in several matters before TNRCC regarding liability for cleanup of State Superfund sites.
- ◆ Member of Baker & Hostetler's team of lawyers representing publicly traded national waste disposal firm in planning, conducting and reviewing environmental site assessments and negotiating and preparing documents in purchase of over twenty landfills in several states, including Texas.
- ◆ Lead environmental counsel on Baker & Hostetler's team of lawyers representing joint venture between two international publicly traded oil companies in planning,

(continued on reverse)

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conducting and reviewing environmental site assessments and negotiating and preparing "environmental" clauses for documents in sales of refineries in Illinois and Kansas.

- ◆ Represented landowner/lessor in negotiations with lessee regarding removal of underground storage tanks and cleanup of land leased for service station operations.
- ◆ Member of Baker & Hostetler's team of lawyers representing refining subsidiary of international oil company before Federal District Court in Texas in alleged violations of state and federal laws regarding clean air standards.
- ◆ Lead environmental counsel in team of lawyers representing international chemical manufacturing company in litigation involving alleged violations of Clean Air Act.
- ◆ Texas counsel in multifirm representation of international marine surveying company in claims brought for recovery from insurer of amounts paid in several environmental matters.
- ◆ Texas environmental counsel on Baker & Hostetler's team of lawyers advising national aluminum manufacturer regarding Texas regulations affecting air emissions from manufacturing facility.
- ◆ Represented Houston engineering firm in review of environmental site assessment and negotiations with United States Army Corps of Engineers regarding wetlands issues.
- ◆ Represented manufacturing firm in obtaining permits required by city ordinances, state and federal laws to open and operate manufacturing facility in Houston, Texas.
- ◆ Represented multinational manufacturing firm in defense of alleged violations of, and alleged failure to obtain, permits required by city ordinances and state and federal laws.

John is also a frequent speaker at professional seminars on environmental topics. In addition, he is the co-author of *Environmental Law Simplified: A Practical Guide for Oil and Gas Operations*, Penn Well Books, 1993.

Shari L. Heyen

Houston: (713) 646-1322

Practice Group: Business

Areas of Emphasis: Commercial Litigation
Corporate Reorganization
Creditors' Rights
Bankruptcy Litigation

Bar Admissions: United States Court of Appeals,
Fifth Circuit, 1996
United States District Court,
Eastern District of Texas, 1997
Western District of Texas, 1997
Northern District of Texas, 1996
Southern District of Texas, 1992
Texas, 1990

Education: J.D., University of Oklahoma, 1990
B.S., Oklahoma Christian University, *magna cum laude*, 1984

Summary: Shari L. Heyen has experience in commercial litigation matters and is a Certified Public Accountant as well as an attorney. Her practice includes bankruptcy litigation, creditors' rights and corporate reorganization matters. Ms. Heyen has significant experience in the prosecution and defense of preference actions, fraudulent transfer actions, and many types of contested actions. She also represents large corporate clients in connection with real estate litigation matters, and is regional counsel for a \$10 billion credit company. Ms. Heyen recently won a case of first impression in the Fifth Circuit and Texas Supreme Court involving the interpretation of the Home Equity Amendment to the Texas Constitution.

Ms. Heyen is a former law clerk to the Honorable Randolph F. Wheless, Jr., Chief Judge for the Southern District of Texas, the Honorable Manuel D. Leal and the Honorable Karen K. Brown.

Ms. Heyen is a member of the American, Texas and Houston Bar Associations, Houston Bankruptcy Conference, American Bankruptcy Institute, Women's Finance Exchange, Federal Bar Association of the Fifth Circuit Court of Appeals and International Women's Insolvency and Restructuring Confederation. She has written articles on international bankruptcy proceedings and the protection of creditors in insolvency proceedings, and has lectured on various real estate, banking and bankruptcy topics. Ms. Heyen serves on the Houston Ballet Board of Trustees.

3650.62



Edward L. Ripley

Houston (713) 646-1349

Practice Group: Business

Areas of Emphasis: Bankruptcy & Corporate Reorganizations
Bankruptcy Litigation
Creditors' Rights

Bar Admissions: United States Supreme Court, 1999
United States Court of Appeals,
Fifth Circuit, 1987
United States District Court,
Eastern, Southern, and Western Districts
of Texas, 1985
Texas, 1985

Education: J.D., Drake University School of Law,
with honors, 1985
B.A., University of Akron, *magna cum laude*, 1982



Summary: Edward L. Ripley is a partner in the Bankruptcy & Creditor's Rights practice team in the Firm's Business Group. He is experienced in all aspects of chapter 11 reorganizations, including the negotiation and approval of complex plans of reorganization. He also has experience in the litigation of contested matters, adversary proceedings, including preference and fraudulent conveyance actions, and bankruptcy appellate practice.

Mr. Ripley has practiced exclusively in the area of business bankruptcy law since 1985. He has represented debtors in possession, creditors' committees, secured creditors, indenture trustees, and parties acquiring assets from bankruptcy cases. He has significant involvement in the oil and gas industry, manufacturing and chemical industries, as well as electric and gas utilities, retail sales, construction, the gaming industry, and biotechnology.

Mr. Ripley received his B.A. in 1982 from the University of Akron, magna cum laude. He earned his J.D., with honors, in 1985 from the Drake University School of Law. He has written numerous articles and spoken on a variety of bankruptcy topics before the American Bar Association, the State Bar of Texas, the South Texas College of Law and the Houston Bar Association.

Mr. Ripley is licensed in the State of Texas and is also admitted to practice before the United States Supreme Court, the Fifth Circuit Court of Appeals, the United States District Courts for the Eastern, Southern and Western Districts of Texas.

Mr. Ripley is a certified soccer referee and is an active volunteer for various organizations, as well as an adult leader in the Boy Scouts of America.

5460.63

David B. Waller

Houston: (713) 646-1386

Practice Group: Business

Areas of Emphasis: General Business

Bar Admissions: Texas, 1998

Education: J.D., University of Kansas, 1998
M.A., Health Services Administration,
University of Kansas School of
Pharmacy, 1998
B.A., Southwest Missouri State University,
Student Achievement and Recognition
Award, 1993



Summary:

David B. Waller has worked directly with a variety of publicly traded and privately held business entities in transactional matters. Most recent projects include the acquisition of Mexican food-additive companies on behalf of an Ohio corporation, the negotiation of defense contracts on behalf of a Danish company, and the negotiation of distribution agreements for an international supplier of health care-related items and services. Continuing activities include the representation of health care organizations; the creation of corporate and partnership entities under the laws of Texas, Nevada, and Delaware; the use of corporate reorganizations to address state tax issues; and the sale and acquisition of real estate.

Practice highlights include:

- Lead associate on firmwide team that conducted due diligence related to the \$3 billion merger of two public companies providing domestic land drilling services to major and independent oil and natural gas companies. Also served as second associate on related securities work.
- Lead associate on firmwide team working directly with general counsel of company to establish thirty-nine business outlets in thirteen states.
- Lead associate on office team that represented company in \$12 million private placement of limited partnership interests.
- Member of firmwide team that negotiated and developed joint venture arrangements to support co-branding efforts of privately held Internet company.

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COSTA MESA (714) 754-6600
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WASHINGTON (202) 861-1500

CLEVELAND (216) 621-0200
DENVER (303) 861-0600
NEW YORK (646) 496-1600
Affiliated Office - SÃO PAULO, BRAZIL

COLUMBUS (614) 228-1541
HOUSTON (713) 751-1600
ORLANDO (407) 649-4000
www.bakerlaw.com

- Lead associate on office team that drafted and filed SEC Form 10SB for client providing Internet content services.
- Lead associate on office team that negotiated \$10 million acquisition of hospital facility.

Prior to joining Baker & Hostetler, Mr. Waller worked as both a state lobbyist for a major health care system and as first assistant to the CEO of a large community hospital. He currently provides pro bono legal advice to Texas Accountants and Lawyers for the Arts.

Mr. Waller is an active member of the American, Texas and Houston Bar Associations and the Houston Young Lawyers Association, as well as a former Board Member of Emerging Leaders, part of the Downtown Houston Association.

Robert M. Wolin

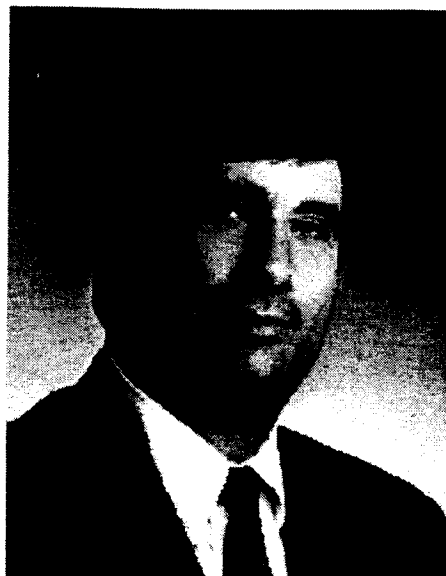
Houston: (713) 646-1327

Practice Group: Business

Areas of Emphasis: Business Transactions
General Corporate Representation
Heavy Equipment Industry
Health Care
Consumer Credit Finance

Bar Admissions: Texas, 1984

Education: J.D., Rutgers University School of
Law, with honors, National Moot
Court Team, 1984
M.B.A., M.H.A., The Ohio State University,
1981
B.S., University of Maryland, 1979



Summary: Robert M. Wolin is a business attorney with a diverse practice. His practice encompasses the representation of manufacturers of heavy equipment such as excavators, mining haul trucks, cranes, heavy duty trucks (including Class 6 through Class 8 trucks) and similar products and manufacturers of aero derivative gas turbines used in power plants and maritime applications. Mr. Wolin has served as the general counsel for a heavy equipment manufacturer. He has handled issues ranging from establishing, maintaining, terminating and financing dealers, preparing new forms of dealer agreements, counseling clients regarding dealer areas of primary responsibility and rationalization of distribution networks following product line integrations, inventory buybacks, trademark protection, gray marketing/transshipping, product liability claims, dealer dispute resolution, national account and major product purchase agreement negotiations, power plant turbine sales and construction contract negotiation, vendor contract negotiations, credit and collection matters, international sales compliance with FCPA and money laundering laws, pricing and customer policies, long-term maintenance arrangement negotiation, operating cost cap agreement negotiation, to business strategy and related matters.

Mr. Wolin also represents national distributors of health care products in connection with product distribution, group purchasing organization agreements, manufacturer representation agreements, business purchase agreements and confidentiality agreements. His other health care representations include handling fraud and abuse issues, health care transactions, Medicare reimbursement and regulatory matters, physician self-referral issues, business acquisition and disposition transactions, and real estate transactions. Mr. Wolin has served as lead counsel in many complex and substantial business transactions in several states, including the acquisition of First American Home Health. In addition, he has acted as the lead counsel in many health care institution acquisition and disposition transactions, including hospitals, nursing homes, and HMOs, and has provided regulatory and fraud and abuse advice to numerous health care providers.

(continued on reverse)

Mr. Wolin served as a member of the *Contemporary Long Term Care Magazine* Editorial Board from 1988 to 1990.

Mr. Wolin has also been involved in extensive projects relating to consumer credit compliance issues under federal and state consumer protection laws, including the defense of several consumer credit class action cases.

Mr. Wolin is a member of the American and Texas Bar Associations.

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Claudia Pratka

Houston: 713 646-1385

Practice Group: Litigation

Paralegal

Education: B.A., University of Houston--Clear Lake
Cum Laude, Houston, Texas 1997

Summary: Claudia Pratka is the Senior Commercial/Bankruptcy Litigation Paralegal in the Litigation Section of Baker and Hostetler, LLP, whose responsibilities have included management of large document-intensive cases and cases with multiple parties. She has been involved in numerous multi-million dollar cases in the areas of bankruptcy, commercial contract disputes, oil and gas, medical malpractice, toxic tort and personal injury and has an extensive background in insurance defense litigation. Currently, Ms. Pratka is the lead paralegal on numerous bankruptcy and commercial litigation cases.

Ms. Pratka is knowledgeable in the use of computer-assisted litigation tools, in particular LEXIS, Westlaw and Summation and has extensive knowledge and practical experience in Internet research and data retrieval. In addition, Ms. Pratka is knowledgeable in the use of various software programs, including Microsoft Word, Access, Excel, and Word Perfect.

Carolyn Trimble

Houston: (713) 646-1340

Practice Group: Litigation

Paralegal

Education: Southwestern Paralegal Institute,
Houston, Texas, 1989
M.S., Nuclear Radiation Protection,
University of Arkansas, 1968
B.S., Chemistry Northeastern State
College, Oklahoma, 1963
CLA - Certified Legal Assistant, National
Association of Legal Assistants, 1990



Summary: Carolyn A. Trimble assists with a work range of areas of litigation and is experienced in handling large-document-intensive cases and coordination of cases with multiple parties. At Baker & Hostetler she has assisted with a case involving 1400 plaintiffs and 25 defendants.

Ms. Trimble has extensive experience with defense of wrongful discharge suits and personal injury suits, including toxic torts. She has also assisted with foreclosure of preferred ship mortgages, representation of creditors in bankruptcy actions, representation of the RTC and FDIC in suits filed against directors and officers of failed banks and savings and loans, defense of oil and gas companies in royalty cases, and patent infringement cases.

Ms. Trimble is experienced in the use of computer-assisted litigation, in particular LEXIS, Westlaw, Paradox, and Summation.

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ORLANDO (407) 649-4000
WASHINGTON (202) 861-1500

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

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

**ORDER GRANTING FIRST AND FINAL APPLICATION FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF FEES AND EXPENSES BAKER &
HOSTETLER, L.L.P., COUNSEL FOR THE TRUSTEE, CLOYSES PARTNERS**

ON THIS DAY came on to be heard the First and final Application for Allowance of Compensation and Reimbursement of Fees and Expenses by Baker & Hostetler LLP, Counsel for the Trustee, Cloyse Partners. The Court, having considered the Application and the arguments of counsel, is of the opinion that the Applications should be and is hereby **GRANTED**. It is hereby

ORDERED that fees in the amount of \$69,766.00 and expenses in the amount of \$1,630.38 for a total amount of \$71,396.36 incurred by Baker & Hostetler LLP. as compensation for professional services rendered in this case and for reimbursement of out-of-pocket expenses during the period February 1, 2003 through August 30, 2003 is approved.

It is further

ORDERED that the Debtors pay the remainder of any and all unpaid amounts owed to Applicant for fees from February 1, 2003 through July 31, 2003 in the amount of \$23,849.28 to be paid 10 days after the Order is signed.

SIGNED this _____ day of _____, 2003.

UNITED STATE BANKRUPTCY JUDGE

ORDER SUBMITTED BY:

BAKER & HOSTETLER, LLP

By: Matthew H. Charity
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212-589-4200
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ATTORNEY FOR CLOYSES PARTNERS, LLC
MANAGING TRUSTEE