

Larry B. Robinson
 MILLER THOMSON LLP
 Special Counsel in Canada for Enron Corp., et al
 3000, 700-9th Avenue S.W.
 Calgary, Alberta, T2P 3V4.
 (403) 298-2400

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

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

SECOND INTERIM APPLICATION OF MILLER THOMSON LLP
 SPECIAL COUNSEL IN CANADA TO THE DEBTORS FOR
 ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT
 OF EXPENSES INCURRED DURING THE PERIOD COMMENCING
 APRIL 1, 2002 THROUGH DECEMBER 31, 2002

Name of Applicant:	Miller Thomson LLP
Authorized to Provide Professional Services to:	Debtors as Special Counsel in Canada
Date of <i>Nunc Pro Tunc</i> Retention Order:	February 20, 2002
Period for which compensation and reimbursement is sought:	April 1, 2002 through December 31, 2002
Amount of Compensation sought as actual, reasonable and necessary	CDN \$9,957.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary.	CDN \$782.67
This is an	Interim application
Total fees previously requested:	CDN \$72,415.10
Total fees received to date:	CDN \$56,615.45
Total actual, reasonable and necessary expense reimbursement previously requested:	CDN \$7,218.53
Total actual, reasonable and necessary expense reimbursement received to date:	CDN \$7,218.53

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ENRON CORP., et al.,	:	Case No. 01-16034 (AJG)
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	:	Jointly Administered
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**SECOND INTERIM APPLICATION OF MILLER THOMSON, LLP.,
SPECIAL COUNSEL IN CANADA TO THE DEBTORS,
FOR ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED DURING THE PERIOD COMMENCING
APRIL 1, 2002, THROUGH DECEMBER 31, 2002**

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

Miller Thomson, LLP ("Miller Thomson"), as Special Counsel in Canada to the Debtors, files its second application (the "Application") for allowance of interim compensation for professional services rendered during the period commencing April 1, 2002, through December 31, 2002 (the "Second and Third Interim Application Periods"), and for reimbursement of actual and necessary expenses and costs incurred in connection with such services. Miller Thomson respectfully represents in support thereof as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of New York (the "Court") has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

FEES AND EXPENSES FOR WHICH ALLOWANCE IS SOUGHT

2. This Application is filed pursuant to Sections 330 and 331 of the United States Bankruptcy Code 11 U.S.C. §§101 et seq. (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Bankruptcy Rules of the Southern District of New York (“Local Rules”) Court Orders, and the United States Trustee Guidelines (“UST Guidelines”).

3. Under the Court’s Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals signed on January 17, 2002 (the “Fee Order”), all professionals retained by the Debtors, in addition to submitting Monthly Fee Statements, shall serve and file with the Court, an application for interim or final Court approval and allowance, pursuant to Sections 330 and 331 of the Bankruptcy Code, of the compensation and reimbursement of expenses requested.

4. Miller Thomson seeks allowance of interim compensation for services rendered to the Debtors during the Second and Third Interim Application Periods in the aggregate amount of **CDN \$9,957.00** (less amounts received as of the date of the hearing), and for reimbursement of actual and necessary expenses and costs incurred in connection with such services in the aggregate amount of **CDN \$782.67** (less amounts received as of the date of the hearing).

5. This application has been prepared in accordance with the amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Court adopted by the Court on April 19, 1955 (the “Local Guidelines”). Pursuant to the Local Guidelines, a certification of compliance with same is attached hereto as Exhibit “A”.

6. The fees and expenses sought by Miller Thomson, except to the extent prohibited by the UST Guidelines and the Bankruptcy Rules, are in accordance with the Retention Order (as defined below). Miller Thomson’s charges for its professional services are based upon the time, nature, extent and value of such services, and are billed at its current customary hourly rates in accordance with practices customarily employed by Miller Thomson and generally accepted by Miller Thomson’s clients.

7. During the Second and Third Interim Application Periods, Miller Thomson attorneys and word processing department expended a total of 36.8 hours for which compensation is requested, including 35.0 hours of attorney time and 1.8 hours of word processing time. Attached hereto as Exhibit "B" is a fee application summary sheet as required by the Executive Office of the U.S. Trustee's Guideline for Reviewing Applications for Compensation & Reimbursement of Expenses filed under 11 U.S.C. § 330 dated March 22, 1995, as amended January 30, 1996. Exhibit "B" lists the attorneys who provided services during this Interim Application Period, their titles, billing rates, the aggregate hours spent by each individual, the total amount of fees, and the dates each attorney was admitted to practice.

8. Attached hereto as Exhibit "C" is a summary of the actual and necessary disbursements and expenses incurred by Miller Thomson in the performance of its services for the Debtors during this Interim Application Period.

9. Attached hereto as Exhibit "D" is a description of services rendered for each individual who performed services during this Interim Application Period.

PROFESSIONAL SERVICES RENDERED

9. During the Application Periods, Miller Thomson provided legal assistance and advice to Debtors, including:

- (a) *Miscellaneous Services*
Total Hours: 3.6 Total Fees: \$1,620.00

Various inquiries were received from Enron Corp. internal counsel and, in one case, counsel for a Canadian creditor relating to a variety of matters including methods of liquidating a Canadian subsidiary, status of an agreement entered into between Enron Canada and Enron Corp., claims bar date issues in the U.S. bankruptcy proceedings, solicitor/client privilege and responsibilities towards the Canadian Bankruptcy Trustee of one of the Canadian subsidiaries. It also involves a meeting held at Enron's office in Houston to discuss Canadian activities.

- (b) *Unanimous Shareholders Agreement/Waiver of Privilege Issues*
Total Hours: 28.9 Total Fees: \$6,678.50

This category of charges relates primarily to advice given and materials prepared at the request of Enron Corp. internal counsel relating to methods, procedures and ramifications of waiving solicitor/client privilege in Canada with respect to Canadian subsidiaries in order to accommodate the U.S. bankruptcy process.

- (c) *Compensation for Fees*
Total Hours: 4.3 Total Fees: \$1,658.50

This category of charges relates to some but by no means all of the activities involved in discussing and implementing various protocols developed to accommodate billing procedures as instructed by the Fee Committee.

ACTUAL AND NECESSARY EXPENSES

10. The statement of the actual and necessary disbursements and expenses (Exhibit "C") does not provide the date the charges were incurred, the name of the individual who, or the organization which submitted the voucher or invoice, as this information was submitted with our Fee Statements.

- (a) Miller Thomson customarily charges \$0.20 per page for in-house photocopying.
- (b) Miller Thomson does not charge clients for local calls placed from its offices. Long distance calls and fax charges are charged at actual cost.
- (c) Courier and messenger services were only used where necessary.
- (d) Miller Thomson believes that its expenses are reasonable and such rates and expenses are customarily charged to non-bankruptcy clients.

RETENTION OF MILLER THOMSON LLP

12. On December 2, 2001 (the "Petition Date"), and periodically thereafter, the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the Bankruptcy Code, 11 U.S.C. Section 101 et seq., in this Court.

13. On or about January 30, 2002, Debtors applied to the Court for an order authorizing employment of Miller Thomson *Nunc Pro Tunc*, as Special Counsel to the Debtors as their attorneys in the ordinary course of business. On February 20, 2002, this Court signed the Order Pursuant to Bankruptcy Code Section 327(e) and 330 Authorizing Employment, *Nunc Pro Tunc* of Miller Thomson LLP, as Special Counsel in Canada for the Debtors (the "Retention Order").

MONTHLY FEE STATEMENTS/COMPENSATION

14. Pursuant to the Fee Order, on March 8, 2002, Miller Thomson served and filed with this Court, its Statement of Fees and Expenses for Services Rendered and Disbursements Incurred as Special Counsel to Enron Corp., *et al.*, for the period December 10, 2002 to January 31, 2002 ("First Monthly Fee Statement") and February 1, 2002 to February 25, 2002 ("Second Monthly Fee Statement") for a total of CDN \$72,415.10 in fees and CDN \$7,218.53 in expenses for a total of CDN \$81,633.63.

15. Monthly Fee Statements were subsequently filed and served for the period April 1, 2002 to September 30, 2002 and for the period October 1, 2002 to December 31, 2002 for a total of CDN \$9,957.00 in fees and CDN \$782.67 in expenses for a total of CDN \$10,739.67.

16. Since filing our First and Second Monthly Fee Statements, our involvement in this matter has been very limited. In an effort to avoid non-productive costs for all concerned in preparing and reviewing Monthly Fee Statements, as both our fees and expenses have been relatively small, we have not filed Fee Statements on a monthly basis and have combined the second and third fee applications into this application. A letter of explanation in this regard was forwarded to the Chief Applications Analyst on November 26, 2002.

17. Miller Thomson received no objections to its Monthly Fee Statements and has received total compensation of CDN \$72,137.34.

18. The Fee Committee submitted its Advisory Report recommending payment of CDN \$73,389.60 for fees and CDN \$7,218.53 for expenses for a total of CDN \$80,608.13

which we understood would be dealt with at the Application Hearing held on February 6, 2003. We have since been advised that our application was inadvertently not included in that application and will be included in the application to be held on April 24, 2003. To date, therefore, we have not received the 20% holdback of fees from our First and Second Monthly Fee Statements.

20. Neither Miller Thomson nor any member, counsel or associate thereof has received any promises or payments in connection with this case other than in accordance with the provisions of the Bankruptcy Code.

21. Miller Thomson has no agreement or understanding with any other entity or person for the sharing of compensation received or to be received for services rendered in connection with this case.

22. As at the time of filing of this Application, apart from the compensation and reimbursement of expenses mentioned in paragraph 18 above, Miller Thomson has received no other compensation for the services rendered or disbursements and expenses incurred during the Second and Third Interim Application Periods.

COMPLIANCE/WAIVER

23. To the best of Miller Thomson's knowledge, this Application complies with Sections 330 and 331 of the United States Bankruptcy Code 11 U.S.C. §§ 101 et seq., Rule 2016 of the Bankruptcy Rules, the Local Rules and Guidelines, Court Orders, and the UST Guidelines.

24. Miller Thomson has reviewed the requirements of the Local Rules and Guidelines and the UST Guidelines and believes that this Application complies with such requirements. To the extent that this application does not comply in every respect with the requirements of these Local Rules and Guidelines, Miller Thomson respectfully requests a waiver for any such non-compliance.

NOTICE

Copies of this Application have been provided in accordance with the attached Certificate of Service.

CONCLUSION

WHEREFORE, Miller Thomson respectfully requests that the Court grant this Application and enter an Order awarding an interim allowance of compensation to Miller Thomson in the amount of CDN \$9,957.00 (less amounts received as of the date of the hearing), for professional services rendered during the Second and Third Interim Application Periods, and authorizing reimbursement in the amount of CDN \$782.67 (less amounts received as of the date of the hearing) for actual and necessary expenses incurred in the performance of such services.

Dated: Calgary, Alberta

March 12, 2003

A handwritten signature in black ink, appearing to read 'LARRY B. ROBINSON', written over a horizontal line.

LARRY B. ROBINSON

CERTIFICATION OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Fee Application was served to the following parties.

Jerry Patcham
14800 County Line
Hunting Valley, OH 44022


John Silas Hopkins III
Applications Analyst
376 Martin Meadow Pond Road
Lancaster, NH 03584-3218

John J. Marquess
Legal Cost Control
255 Kings Highway East
Haddonfield, NJ 08033
Hard copy and electronic copy

Enron Corp. - EB50M04
1400 Smith Street
Houston, Texas 77002-7361
Attention: Mr. K. Wade Cline
Hard copy and electronic copy

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attention: Mr. Brian Rosen

Ms. Mary Elizabeth Tom
Assistant United States Trustee
U.S. Department of Justice
Office of the United States Trustee
Southern District of New York
33 Whitehall Street, 21st Floor,
New York, NY 10004.



LARRY B. ROBINSON

EXHIBIT "A"

Larry B. Robinson
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
PROFESSIONALS IN RESPECT OF SECOND INTERIM APPLICATION OF
MILLER THOMSON LLP., SPECIAL COUNSEL IN CANADA TO THE DEBTORS,
FOR ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED DURING THE PERIOD
COMMENCING APRIL 1, 2002 THROUGH DECEMBER 31, 2002**

I, Larry B. Robinson, hereby certify that:

I am a Barrister and Solicitor admitted to practice *pro hac vice* before this Court in the above-referenced Chapter 11 case, and a partner in the law firm of Miller Thomson LLP., ("Miller Thomson") Special Counsel to the Debtors.

I am the professional designated by Miller Thomson to certify the Second Interim Application of Miller Thomson LLP., as Special Counsel in Canada to the Debtors, for Allowance of Interim Compensation and Reimbursement of Expenses Incurred during the period commencing April 1, 2002 through December 31, 2002 (the "Application."), with respect to compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995, and April 21, 1995 (M-150 and M-151, respectively) (the "Local Guidelines"), and the United States

Trustee Guidelines for Reviewing Applications for compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines"; and together with the Local Guidelines, the "Guidelines").


I hereby certify that:

- (a) I have read the Application.
- (b) To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within these Guidelines, except as specifically noted in the certification and described in the fee application.
- (c) Except to the extent that fees or disbursements are prohibited by these Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Miller Thomson and generally accepted by its clients; and
- (d) In providing a reimbursable service, Miller Thomson does not make a profit on that service, whether the service is performed by Miller Thomson in-house or through a third party.

I further certify that:

Copies of the Monthly Fee Statements and this Application have been provided to counsel for the Office of the United States Trustee, counsel for the debtor, counsel for each Official Committee of Creditors, and the debtor.

Dated: Calgary, Alberta
March 12, 2002



LARRY B. ROBINSON

EXHIBIT "B"

SUMMARY OF FEES

FEE SUMMARY FOR APRIL 1, 2002 THROUGH DECEMBER 31, 2002

Timekeeper	Title	Year of Call	Rate	Hours	Fee
Larry B. Robinson	Partner	1974	\$450.00	9.4	\$4,230.00
Sandra Mah	Associate	1995	\$250.00	6.3	\$1,575.00
Craig Tomalty	Associate	1997	\$210.00	19.3	\$4,053.00
Word Processing		N/A	\$55.00	1.8	\$99.00
				36.80	\$9,957.00

EXHIBIT "C"

SUMMARY OF DISBURSEMENTS

DISBURSEMENT SUMMARY FOR APRIL 1, 2002 THROUGH DECEMBER 31, 2002

Disbursement	Amount
Copywork	\$91.50
Long-distance telephone charges to Enron Corp. counsel in Houston	\$15.38
Quick-law Research	\$112.43
Fax Charges re Fee Statements	\$1.75
Courier Charges re Fee Statements	\$384.58
Pacer Service Centre to obtain document copies	\$177.03
TOTAL	\$782.67

EXHIBIT "D"

Description of Services

Code	Date	Name	Hours	Description
81600	Miscellaneous Services - 3.6 Hours			
	04/11/2002	Larry Robinson	0.50	Telephone discussions with Enron Corp. counsel to discuss options for dealing with liquidation of Canadian subsidiary
	04/23/2003	Larry Robinson	0.20	Telephone calls and correspondence with Enron Canada counsel and Enron Corp. counsel regarding status of Common Interest Privilege Agreement
	04/24/2002	Larry Robinson	0.20	Letter to Enron counsel regarding Husky Oil inquiry regarding claims bar date
	07/05/2002	Larry Robinson	0.10	Telephone call from Enron counsel regarding Common Interest Privilege Agreement
	08/12/2002	Larry Robinson	0.20	Telephone call from Enron counsel regarding common Interest Privilege Agreement
	09/11/2002	Larry Robinson	1.00	Meeting with Robert Semple to discuss status of Canadian activities
	10/07/2002	Larry Robinson	0.10	Voice message from D. Culver regarding solicitor-client privilege with respect to Enron Canada
	10/08/2002	Larry Robinson	0.30	Telephone calls (x2) with D. Culver regarding issue of release of materials to Canadian Bankruptcy Trustee
	10/15/2002	Larry Robinson	1.00	Telephone call with Canadian Trustee to discuss release of materials
81600	Unanimous Shareholders Agreement/Waiver of Privilege Issues - 28.9 Hours			
	07/18/2002	Larry Robinson	0.30	Telephone call from Sondra Steinberg regarding information on Unanimous Shareholders Agreement and possible escrow of funds
	09/26/2002	Larry Robinson	1.10	Telephone call with Deborah Culver regarding issue of waiving privilege by Enron Canada (0.7) and giving instructions to Craig Tomalty regarding research (0.4)
	09/26/2002	Craig Tomalty	3.00	Conducting research waiver of privilege issues
	09/27/2002	Craig Tomalty	6.10	Conducting research regarding waiver of privilege issues
	09/27/2002	Larry Robinson	0.80	Review Unanimous Shareholders Agreement and giving instructions to Sandra Mah regarding resolutions

EXHIBIT "D"

Description of Services

Code	Date	Name	Hours	Description
	09/29/2002	Sandra Mah	3.50	Review shareholder agreements for Enron Canada Corp. and Enron Canada Power Corp; review obligations of directors under the Canadian Business Corporations Act and Alberta Business Corporations Act; review solicitor/client privilege under the Law Society of Alberta Handbook and draft Resolutions of the Shareholders approving the Waiver of Solicitor/Client privilege
	09/30/2002	Craig Tomalty	5.40	Complete research regarding waiver of privilege
	09/30/2002	Sandra Mah	2.00	Review description of "privilege" verses "confidential" pursuant to the Law Society of Alberta Members Handbook; review resolutions and correspondence to client enclosing same;
	09/30/2002	Word Processing	1.10	Preparing Resolutions for Enron Canada Corp. and Enron Canada Power Corp. regarding waiving confidentiality and privilege
	10/01/2002	S. Mah	0.80	Telephone discussions with D. Culver regarding the content of the draft resolutions; draft correspondence to D. Culver and revise draft resolutions based on her comments
	10/01/2002	C. Tomalty	2.10	Drafting research memo to L. Robinson regarding waiver of privilege
	10/03/2002	C. Tomalty	2.70	Complete research memo and research regarding waiver of privilege

13100 Fee Statements - 4.3 Hours

	05/08/2002	Larry Robinson	0.20	Reviewing e-mails regarding billing issues
	05/10/2002	Larry Robinson	2.40	Attendance at billing conference call
	05/09/2002	Larry Robinson	1.00	Review and forward accounts for December, January and February
	06/03/2002	Word Processing	0.50	Converting Fee Statements into pdf Format for Bankruptcy Court
	10/17/2002	Word Processing	0.20	Conversion of Fee Statements into PDF Format

Total Hours Code 81600
Total Hours Code 13100

32.5
4.3