

WILMER CUTLER PICKERING HALE AND DORR LLP  
Special Counsel for the Debtors  
2445 M Street, N.W.  
Washington, D.C. 20037  
(202) 663-6000

Craig Goldblatt (CG 6793)

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

<b>In re:</b>	)	<b>Chapter 11 Case No.</b>
	)	
	)	<b>01-16034 (AJG)</b>
<b>ENRON CORP., ET AL.,</b>	)	
	)	
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	
	)	

**FINAL APPLICATION OF WILMER CUTLER PICKERING HALE AND DORR LLP,  
ATTORNEYS FOR THE DEBTORS FOR ALLOWANCE OF  
FINAL COMPENSATION FOR SERVICES RENDERED**

Name of Applicant:	Wilmer Cutler Pickering Hale and Dorr LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention Order:	February 20, 2002 (effective as of December 2, 2001)
Period for Which Compensation and Reimbursement is Sought:	December 2, 2001 through August 31, 2002
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$388,607.01
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$0.00
Amount of Compensation Previously Received:	\$3,497,463.05
Amount of Expense Reimbursement Previously Received:	\$632,576.98

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ATTORNEYS FOR THE DEBTORS FOR ALLOWANCE OF  
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Wilmer Cutler Pickering Hale and Dorr LLP (“WCPHD”), special counsel for Enron Corp. (“Enron”) and its affiliated debtors (collectively, the “Debtors”), hereby submits this final application, (the “Final Application”) pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”). This Final Application seeks only the allowance of the remaining 10% of the fees previously allowed, on an interim basis, for the periods December 2, 2001 through March 31, 2002 (the “First Compensation Period”) and April 1, 2002 through August 31, 2002 (the “Second Compensation Period”) (together, the “Retention Period”). In support of this Final Application, WCPHD respectfully represents:

### **Background**

1. On December 2, 2001 (“Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

### **Jurisdiction and Venue**

2. This Court has jurisdiction to consider this Final Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.). Consideration of this Final Application is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Compliance With Guidelines and Orders Governing Applications for Compensation and Reimbursement of Expenses**

3. This Final Application has been prepared in accordance 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 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted January 30, 1996 (the “UST Guidelines” and, collectively with the Local Guidelines, the “Guidelines”), and this Court’s order dated January 17, 2002, establishing procedures for interim compensation and reimbursement of professionals and committee members in the above-captioned case, as amended by further

administrative orders regarding interim compensation and reimbursement of professionals and committee members, dated April 26, 2002 and May 24, 2002 (collectively, the “Administrative Orders”).

#### **Summary of Application**

4. WCPHD has filed two interim fee applications, for the periods from December 2, 2001 through March 31, 2002 and from April 1, 2002 through August 31, 2002. Both of these applications were approved.
5. This court ordered payment to WCPHD of all fees less a 10% holdback to be paid at the conclusion of the case and the reimbursement of all expenses. Accordingly, WCPHD has previously received 90% of its fees and 100% of its expenses for the Retention Period, which amounts to \$3,497,463.05 in fees and \$632,576.98 in expenses.
6. WCPHD seeks approval for the Debtors to pay the remaining 10% balance of the compensation for professional services rendered to the Debtors for the Retention Period which amount is \$388,607.01.

#### **Retention of WCPHD**

7. Pursuant to a final order of the Court dated February 20, 2002, the Debtors were authorized to employ and retain Wilmer Cutler Pickering LLP<sup>1</sup> as their attorneys

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<sup>1</sup> Effective May 31, 2004, Wilmer Cutler Pickering LLP, formerly Wilmer, Cutler & Pickering, merged with Hale and Dorr LLP. This Final Application is filed on behalf of WCPHD, the merged firm. The firm is referred to herein as WCPHD, even when referring to legal services performed prior to the merger.

effective as of the commencement of these cases, in accordance with its normal hourly rates in effect from time to time and its disbursement policies, to, inter alia, serve as counsel to a special committee of Enron's Board of Directors appointed to examine certain transactions between Enron and entities connected to related parties (the "Special Committee" or the "Committee"), which transactions were also the subject of a formal investigation by the Securities and Exchange Commission. As set forth more fully in the Debtors' application to employ WCPHD at the outset of these cases, WCPHD has a prominent securities law practice and enjoys a national reputation for its expertise in this area.

#### **Services Provided by WCPHD**

8. On October 28, 2001, the Board of Directors of Enron Corp. established the Special Committee,<sup>2</sup> consisting of three directors who were not employees of Enron. The Board authorized the Committee to conduct an investigation of the related-party transactions between Enron and investment partnerships created and managed by Andrew S. Fastow, Enron's former Executive Vice President and Chief Financial Officer, and by other Enron employees who worked with Fastow. The Special Committee engaged WCPHD as its legal counsel.
9. WCPHD's efforts on behalf of the Committee were completed during the Retention Period. During the First Compensation Period, in particular, WCPHD's work was embodied in the Committee's 203-page Report of Investigation, dated February 1,

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<sup>2</sup> This Committee was renamed the Special Investigative Committee and Dean William C. Powers, Jr. ("Powers") of the University of Texas School of Law was named Chairman.

2002. In addition, WCPHD spent considerable time and effort on the continued production of documents to the SEC on behalf of the Committee.<sup>3</sup> WCPHD also processed the document requests from the Federal Bureau of Investigation, certain congressional committees, and counsel for the Debtors. WCPHD also assisted Powers in preparing his testimony before Congress. WCPHD also advised and accompanied representative of Deloitte & Touche, the accounting firm retained by the Committee, in their appearance before the Texas Board of Accountancy.

10. Having completed its substantive work on behalf of the Committee, WCPHD submitted a letter to the Debtors and the Court on July 2, 2002 notifying all parties that it had concluded its engagement with the Debtors effective immediately. The letter did not prejudice WCPHD's right to seek compensation for services rendered and expenses incurred before or after July 2, 2002 on behalf of the Committee or in connection with WCPHD's efforts to comply with its ongoing obligations under the Administrative Orders.

#### **Statements of WCPHD**

11. No agreement or understanding exists between WCPHD and any other person for a sharing of compensation received or to be received for services rendered in or in connection with these Chapter 11 cases, nor shall WCPHD share or agree to share the compensation paid or allowed from the Debtors' estates for such services with any

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<sup>3</sup> Pursuant to the authority that Enron's Board of Directors vested in the Committee by a resolution dated October 28, 2001, the Committee handled communications with, and the production of information to, the Securities and Exchange Commissions (the "SEC") in connection with its inquiry.

other person. The foregoing constitutes the statement of WCPHD pursuant to section 504 of the Bankruptcy Code and Bankruptcy Rule 2016(a).

12. No agreement or understanding prohibited by 18 U.S.C. § 15 has been or will be made by WCPHD.
13. To the best of WCPHD's knowledge, all quarterly fees payable to the U.S. Trustee have been paid by the Debtors and all required monthly operating reports have been filed with the U.S. Trustee.

#### **Waiver of Memorandum of Law**

14. Pursuant to Local Bankruptcy Rule of the Southern District of New York 9013-1(b), because there are no novel issues of law presented by this Final Application, WCPHD respectfully requests that the Court waive the requirement that WCPHD file a memorandum of law in support of this Final Application.

#### **Notice**

15. Copies of this Final Application have been given to the members of the Fee Committee appointed by the Court pursuant to an Administrative Order dated April 26, 2002, and to each party entitled to receive the Final Application under the Court's Order regarding Notice Procedures, dated February 26, 2002 (the "Notice Order"). When the Court sets a hearing date to consider this and other professionals' final applications for compensation, notice of same will be served on the foregoing and certain other parties in interest, in accordance with the Administrative Orders, the Notice Order and the Bankruptcy Rules.

WHEREFORE, WCPHD respectfully requests that this Court enter an Order allowing WCPHD to receive the remaining 10% balance of the approved fees for the Retention Period for an amount to be paid to WCPHD of \$388,607.01.

October 29, 2004

WILMER CUTLER PICKERING  
HALE & DORR, LLP

By: /s/ Craig Goldblatt  
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