

## **VOTING INSTRUCTIONS**

(Class 4 Syndicated Bank Debt)

### **General Instructions**

1. This Ballot is submitted to you to solicit your vote to accept the Fifth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the Bankruptcy Code (the “Plan”) of Enron Corp., et al. (the “Debtors”) that is described in the Debtors’ Disclosure Statement for Fifth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code (the “Disclosure Statement”). All capitalized terms used, but not defined herein or in the Ballot, have the meaning ascribed to such terms in the Plan or Disclosure Statement.
2. **PLEASE READ THESE VOTING INSTRUCTIONS, THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT. YOU SHOULD REVIEW THE PLAN AND THE DISCLOSURE STATEMENT BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM UNDER THE PLAN.**

### **Voting and Non Voting Classes**

3. As set forth in detail in the Plan and the Disclosure Statement:
  - a. Classes 1 and 2 are unimpaired and, accordingly, deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code;
  - b. Class 190, consisting of intercompany claims, is impaired but the Debtors, as proponents of the Plan, are presumed to have accepted the Plan;
  - c. Classes 183 and 376 through 385 are expected to receive no distributions under the Plan and, thus, deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code; and
  - d. Classes 3 through 182, 184 through 189 and 191 through 375 are impaired and receiving distributions under the Plan and, therefore, the Debtors are soliciting acceptances from holders of claims in these Classes only (collectively, the “Voting Classes”).

### **Voting Procedures**

4. The Debtors are providing Solicitation Packages containing, among other things, copies of the Plan, Disclosure Statement and Ballots to all record holders of claims in the Voting Classes as of January 6, 2004 (the “Record Date”).
5. If no return envelope was enclosed with the Disclosure Statement and Ballot, please send your Ballot to the Solicitation Agent at the address listed in 6(b) below.

6. With respect to holders of direct claims in Class 4 based on syndicated credit facilities:
- a. Holders of such direct claims can vote by completing the Ballot, signing it and returning it to the Solicitation Agent so as to be received by the Solicitation Agent on or before **March 24, 2004 at 5:00 p.m. (New York City Time)** (“Voting Deadline”), unless such deadline is extended by the Debtors.
  - b. Ballots should be sent to the Solicitation Agent in the envelope provided or at the following address:

Innisfree M&A Incorporated  
501 Madison Avenue, 20th Floor  
New York, NY 10022  
Attn: Enron Ballot Tabulation
  - c. In order to be counted, your Ballot must be actually received by the Voting Deadline.
  - d. The Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to transmit votes to accept or reject the Plan.
  - e. The Solicitation Agent shall not accept Ballots by facsimile or electronic mail.

Tabulation Procedures for All Voting Classes

7. The Bankruptcy Court has established the following procedures regarding the tabulation of votes cast with respect to the Plan:
- a. a vote may be disregarded if the Bankruptcy Court determines, after notice and a hearing, that a vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code;
  - b. any Ballot that is returned to the Solicitation Agent, but which is unsigned, or has a non-original signature, shall not be counted;
  - c. all votes to accept or reject the Plan must be cast by using the appropriate Ballot and in accordance with these voting instructions and votes that are cast in any other manner shall not be counted;
  - d. a holder of claims in more than one (1) Class must use separate Ballots for each Class of claims;
  - e. a holder of claims shall be deemed to have voted the full amount of its claim in each Class and shall not be entitled to split its vote within a particular Class;
  - f. any Ballot (except a Master Ballot) that partially accepts and partially rejects the Plan shall not be counted;

- g. if a holder of claims casts more than one (1) Ballot voting the same claim prior to the Voting Deadline, only the last timely Ballot received by the Solicitation Agent shall be counted;
  - h. if a holder of claims casts Ballots received by the Solicitation Agent on the same day, but which are voted inconsistently, such Ballots shall not be counted;
  - i. any executed Ballot received by the Solicitation Agent that does not indicate either an acceptance or rejection of the Plan shall not be counted;
  - j. any executed Ballot received by the Solicitation Agent that indicates both acceptance and rejection of the Plan shall not be counted;
  - k. any entity entitled to vote to accept or reject the Plan may change its vote before the Voting Deadline by casting a superseding Ballot so that it is received on or before such deadline; and
  - l. the Solicitation Agent shall not accept a vote by facsimile, telecopy transmission or electronic mail.
8. The Debtors in consultation with the Creditors' Committee, may extend the Voting Deadline in their discretion and without further notice.
9. A claim that:
- a. is deemed allowed pursuant to the Plan, shall be allowed for voting purposes in the amount and classification deemed allowed in the Plan;
  - b. except as otherwise provided in (f), (g), (h) and (m) below and unless temporarily allowed for voting purposes in accordance with Voting Procedures Order, if a filed proof of claim asserts a claim in a wholly unknown or unliquidated amount or is docketed in the database of the court approved official claims docketing agent in these chapter 11 cases, Bankruptcy Services, LLC's ("BSI"), as of January 6, 2004 in the amount of \$0, then such claim shall be allowed for voting purposes only in the amount of \$1.00;
  - c. except as otherwise provided in (f), (g), (h) and (m) below and unless temporarily allowed for voting purposes in accordance with the procedures set forth in the Voting Procedures Order, if a filed proof of claim asserts a claim in a partially unknown or unliquidated amount, then such claim shall be allowed for voting purposes only in the amount of the known or liquidated portion of the claim as docketed in BSI's database as of January 6, 2004;
  - d. has been estimated and allowed by an order of the Bankruptcy Court in accordance with the Estimation Motion or otherwise, then such claim shall be allowed for voting purposes in the amount approved by the Bankruptcy Court, provided that the order is entered on or before March 10, 2004;

- e. is listed in the Debtors' schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Bankruptcy Court, or (ii) deemed timely filed by an order of the Bankruptcy Court prior to January 6, 2004, unless the Debtors have consented in writing, then such claim shall be disallowed for voting purposes;
- f. if (i) the Debtors or any other party have objected to the entirety of a claim by serving and filing an objection, motion or adversary proceeding on or before January 9, 2004 (including, but not limited to, objections seeking to disallow claims under section 502 of the Bankruptcy Code) and (ii) the claim has not been temporarily allowed for voting purposes in accordance with the procedures set forth herein, then such claim shall be disallowed for voting purposes;
- g. if (i) the Debtors or any other party have objected to a portion of a claim by serving and filing an objection, motion or adversary proceeding on or before January 9, 2004 (including, but not limited to, objections seeking to disallow claims under section 502 of the Bankruptcy Code) and (ii) such portion of the claim has not been temporarily allowed for voting purposes in accordance with the procedures set forth herein, then such claim shall be allowed for voting purposes only in the amount that is not the subject of the pending objection;
- h. if (i) the Debtors or any other party have objected to a claim by serving and filing an objection, motion or adversary proceeding to the classification of all or part of a claim on or before January 9, 2004 (including, but not limited to, any requests to subordinate such claim) and (ii) such claim has not been temporarily allowed for voting purposes in accordance with the procedures set forth herein, then the claim shall be allowed for voting purposes only in the classification that is not the subject of the pending objection (if any);
- i. unless otherwise temporarily allowed for voting purposes in accordance with the procedures set forth in the Voting Procedures Order, if one proof of claim asserts the same claim against multiple Debtors, then such claim shall be allowed for voting purposes only against the Debtor as docketed in BSI's claims database as of January 6, 2004;
- j. unless otherwise provided in the Voting Procedures Order or other orders of the Bankruptcy Court, the allowed amount of any proof of claim for voting purposes shall be the amount as docketed in BSI's claims database as of January 6, 2004;
- k. unless otherwise provided in the Voting Procedures Order or other orders of the Bankruptcy Court, for purposes of determining eligibility to vote, the classification of a claim shall be determined based on the classification as docketed in BSI's claims database as of January 6, 2004; provided, however, that any claims for which BSI was unable to identify the classification shall be classified as general unsecured claims;

- l. if a creditor opts into or out of a particular convenience class (as may be applicable under the Plan), then any such election shall be binding upon such creditor regardless of whether the claim is ultimately allowed (if allowed at all) against a different Debtor or in a different amount;
- m. is allowed pursuant to a Bankruptcy Court approved settlement on or before April 14, 2004, then such claim shall be entitled to vote on the Plan in accordance with the terms of such settlement;
- n. unless temporarily allowed for voting purposes in accordance with the procedures set forth in the Voting Procedures Order, if a proof of claim asserts a claim that is not in U.S. dollars, such claim shall be treated as unliquidated and allowed for voting purposes only in the amount of \$1.00;
- o. unless temporarily allowed for voting purposes in accordance with the procedures set forth in the Voting Procedures Order, if (i) a proof of claim was filed after the applicable Bar Date, (ii) the creditor did not obtain leave to file a late claim, and (iii) the proof of claim is not docketed in BSI's database as of January 6, 2004 as an amendment of a timely filed claim, then such claim shall be disallowed for voting purposes only;
- p. is a scheduled claim and the creditor filed a proof of claim superseding such scheduled claim, then the scheduled claim is deemed superseded in accordance with Bankruptcy Rule 3003(c)(4) and such scheduled claim shall be disallowed for voting purposes; and
- q. if a creditor withdraws its claim after January 6, 2004, but on or before March 24, 2004, then the creditor shall not be entitled to vote such withdrawn claim;

provided, however, that, upon application of the holder of any such claims described in (a) through (q) above, the Bankruptcy Court may temporarily allow such claim for voting purposes only in an amount and to the extent that the Bankruptcy Court deems proper for the purpose of accepting or rejecting the Plan. Any such application must be (x) filed with the Bankruptcy Court on or before February 17, 2004 and (y) approved by an order entered by the Bankruptcy Court allowing such claim for voting purposes on or before April 14, 2004.

#### Questions

- 10. If you have any questions regarding your Ballot or these voting instructions, please call the Solicitation Agent at (877) 825-8906 (Toll Free).