



Bankers Trust

Bankers Trust New York Corporation
and its affiliated Companies

Thomas Finley
Managing Director
Bankers Trust Company

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January 30, 1998

Mr. R. Davis Maxey
Director - Tax Research
Enron Corp.
1400 Smith Street
P.O. Box 1188
Houston, TX 77251-1188

Dear Dave:

In order to ensure that our conference at the Boca Raton Resort & Club is a complete success, we would like to remind you of a few key items.

The Bankers Trust corporate jet will be departing from William P. Hobby International Airport in Houston on Sunday, February 8th at 11:50 a.m. (See enclosed map). Upon your arrival to this terminal, Raytheon Aircraft Services, a fixed based operation service company, will assist you in boarding the corporate jet. Our contact is Bill Leedom and can be reached at (713) 567-5000. It is advisable to arrive at the airport no later than 11:20 a.m. In addition, Doris Eagan will be contacting you to provide you with the tail number of the corporate jet.

For those people who have elected to play golf, we have made arrangements for your clubs to be taken directly to the pro shop upon your arrival. In order to ensure their safety, the club requests that name tags be attached to both the bags and any removable covers. For those of you who will be renting clubs, please make sure to tell the concierge that you will be renting, and if you would like right or left handed clubs. In addition, a golf clinic will be offered on Monday, February 9th from 2:30 p.m. to 4:30 p.m. at the Boca Resort Golf Course Driving Range. The club dress code requires collared shirts. Box lunches will be provided, but please feel free to eat at any restaurant facility on the golf course, or the Resort.

For those people playing tennis, the club has a dress code. Collared shirts are required at all times, and all clothing must be primarily white in color. Additionally, two club pros will be available for lessons or play on Sunday, Monday, Tuesday and Wednesday throughout the day. Lunch is available at the courts, or any restaurant at the Resort.

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For those people who will be fishing, all equipment and food for the trips is provided. However, we would advise wearing rubber sole shoes on the boat. With all the fish we are going to catch, the decks could get slippery.

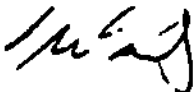
In addition to the coordinated activities specified above, everyone is allowed full access to all of the Resort and Beach Club facilities. This includes the fitness center at the Resort and the beach and pool activities. A cabana has been reserved for anyone who will be using the pool.

We have reserved conference facilities for Monday, February 9th at 5:30-7:00 p.m. and Tuesday, February 10th at 5:30-7:00 p.m. for anyone who would like to meet with any of the attendees. Please feel free to contact Viktoria Antoniades to coordinate these meetings.

Finally, we have enclosed an agenda outlining all of the events, times and locations. It is especially important to note that on Monday night, there will be a dinner cruise departing from the Resort Building. The boat will be departing at approximately 7:00 p.m., therefore, it is advisable to arrive no later than 6:45 p.m.

Please call Viktoria Antoniades at (212) 250-7962 if you have any other questions. Otherwise, we look forward to seeing all of you in Boca.

Very truly yours,



Thomas Finley
Managing Director

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AGENDA
POTOMAC CAPITAL INVESTMENT CORPORATION CONFERENCE

Sunday, February 8, 1998

7:00 p.m. - 1:00 a.m.

Casino Night - Cabana Dining Room

Monday, February 9, 1998

9:00 a.m. - 4:00 p.m.

Golf - (Boca Country Club Golf Course)

9:00 a.m. - 4:00 p.m.

Tennis

10:00 a.m. - 4:00 p.m.

Fishing

12:30 p.m. - 2:30 p.m.

Leisure lunch

2:30 p.m. - 4:30 p.m.

Golf Clinic - (Boca Resort Golf Course Driving Range)

7:00 p.m. - 11:00 p.m.

Reception dinner cruise

(Departing from Resort Building)

Tuesday, February 10, 1998

9:00 a.m. - 4:00 p.m.

Golf - (Deer Creek Golf Course)

9:00 a.m. - 4:00 p.m.

Tennis

10:00 a.m. - 4:00 p.m.

Fishing

12:30 p.m. - 2:30 p.m.

Leisure lunch

7:30 p.m. - 11:00 p.m.

Reception dinner at Nick's Fishmarket

Wednesday, February 11, 1998

7:30 a.m. - 4:00 p.m.

Golf - (Boca Resort Golf Course)

9:00 a.m. - 4:00 p.m.

Tennis

*Oceanfront cabana #137 has been reserved throughout the conference for your enjoyment