

**Ken and Linda Lay**  
**Balance Sheet Comparison**  
**January 31, 2000**

	<u>12/31/99</u>	<u>1/31/00</u>	<u>Variance</u>	
<b>Current Assets</b>	3,618,176	3,582,108	(36,068)	
<b>Marketable Investments</b>				
<b>Com &amp; Pref Stocks</b>	78,779,765	123,047,813	44,268,048	ENE inc. \$23.50 & CPQ inc \$0.1875/sh from pr mo; 34,980 sh ENE gifted
<b>Executive Stock Options</b>	109,035,961	195,735,735	86,699,774	ENE inc. \$23.50 & CPQ inc \$0.1875/sh from pr mo; Add'l vesting& new ENE opt
<b>Bonds</b>	234,541	234,541	-	
<b>Mutual Funds</b>	10,975,787	10,651,717	(324,070)	Decline GS Exchange & PW Strategy Fund
<b>Partnerships (Family)*</b>	32,086,491	50,933,984	18,847,493	ENE inc. \$23.50 & CPQ inc \$0.1875/sh from pr mo;
<b>Long Term Investments</b>	31,035,911	31,162,664	126,753	
<b>Retirement Deferred Assets</b>	14,738,837	18,287,209	3,548,372	Increase in ENE
<b>Personal Non Earning Assets</b>	1,968,774	2,097,970	129,196	
<b>Current Liabilities</b>	(53,808,440)	(54,790,333)	(981,893)	Cash Flow; Increase in ENE payable result of stock opt exercises
<b>Long Term Liabilities</b>	(74,025,016)	(110,709,159)	(36,684,143)	Increase. in Deferred Tax Liab due to increase stock opt.
<b>Business Liabilities</b>	<u>(148,667)</u>	<u>(160,100)</u>	<u>(11,433)</u>	
<b>NET WORTH</b>	<u>\$ 154,492,120</u>	<u>\$ 270,074,149</u>	115,582,029	

**CONTINGENT LIABILITIES:**

Ken and Linda have guaranteed a mortgage in the amount of \$900,000 maturing on January 1, 2014 with an interest rate of 6.88% at Bank of America for their daughter, Robyn Vermeil. This loan is collateralized by property appraised at \$965,000 as of December 9, 1998.

Ken has also guaranteed two unsecured notes in the amounts of \$185,000.00 maturing on May 27, 2000 and \$1,200,000 maturing on June 25, 2000-both with an interest rate of 30-Day LIBOR (Daily floating rate) at Bank of America for his sister, Sharon Lay.

\* Value based on FMV of partnership assets. No discount for partnership interest is shown.

LAY-G39 0143

**GOVERNMENT  
EXHIBIT  
211**

Crim. No. H-04-25 (S-2)

February 18, 2000

**Kenneth L. & Linda P. Lay**  
**BALANCE SHEET ANALYSIS**  
**As of: January 31, 2000**

	<u>Balance</u>	<u>% of Total Assets</u>	<u>% of Working Assets</u>
<u>ASSETS</u>			
CURRENT ASSETS			
Cash on Hand:			
CASH ON HAND/SK	122.67	.0%	.0%
CASH ON HAND/PSTOKES	1,012.53	.0%	.0%
CASH ON HAND/MSTURGIS	193.00	.0%	.0%
CASH ON HAND/LEONA	381.63	.0%	.0%
Total Cash on Hand:	<u>1,709.83</u>	.0%	.0%
Checking Accounts:			
BANK OF AMERICA 0707	147,488.53	.0%	.0%
BANK OF AMER/CONTRIBUTIONS	302.39	.0%	.0%
BANK OF AMER/LPL PROP	-3,810.20	.0%	.0%
BANK OF AMER/STOKES	4,964.95	.0%	.0%
VECTRA BANK	1,703.80	.0%	.0%
UNITY 109-900	6,328.23	.0%	.0%
Total Checking Accounts:	<u>156,977.70</u>	.0%	.0%
Money Market Accounts:			
WASHINGTON DC ACCT	90,000.00	.0%	.0%
Total Money Market Accounts:	<u>90,000.00</u>	.0%	.0%
Brokerage Accounts:			
CHARLES SCH-CAPROCK/SCH-CR	309,796.61	.1%	.1%
CHARLES SCH-CYPRESS/SCH	2,483.17	.0%	.0%
GOLDMAN SACHS/GS-61	99,929.63	.0%	.0%
GOLDMAN SACHS/GS-42	28,174.38	.0%	.0%
PAIN WEBBER CYPRESS/PW-98	7,063.71	.0%	.0%
PAIN WEBBER MMA/PW-94	44,536.58	.0%	.0%
SANDERS MORRIS MMA/SMM-JT	1,422.14	.0%	.0%
WATERHOUSE SEC-MMA/WSI	1,029.10	.0%	.0%
Total Brokerage Accounts:	<u>494,435.32</u>	.1%	.1%
Savings Accounts:			
ENRON CREDIT UNION/KLL	44.26	.0%	.0%
Total Savings Accounts:	<u>44.26</u>	.0%	.0%
Treasury Bills:			
SAVINGS BONDS	2,400.00	.0%	.0%
Total Treasury Bills:	<u>2,400.00</u>	.0%	.0%
Short-term Receivables:			
ACCT RECV-TDH	410,000.00	.1%	.1%
ACCT RECV-TDH (AVALON)	171,550.04	.0%	.0%
ACCT RECV-MKL	190,278.26	.0%	.0%

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	<u>Balance</u>	<u>% of Total Assets</u>	<u>% of Working Assets</u>
ACCT RECV-RENT DEP (#1000)	2,102.08	.0%	.0%
ACCT RECV-S. HOBBS	112,500.00	.0%	.0%
ACCT RECV-D. HOBBS	112,500.00	.0%	.0%
ACCT RECV-RRH	20,000.00	.0%	.0%
ACCT RECV-RRH (DICKEY)	135,000.00	.0%	.0%
ACCT RECV-BJONES	107,835.26	.0%	.0%
ACCT RECV-RV	84,643.00	.0%	.0%
ACCT RECV-JWALLS	2,415.27	.0%	.0%
ACCT RECV-JAL	22,878.89	.0%	.0%
ACCT RECV-E MCELROY	6,050.00	.0%	.0%
Total Short-term Receivables:	<u>1,377,752.80</u>	.3%	.3%
Notes Receivable:			
FAM PTRNS ANNUITY-2/KLL	730,081.17	.2%	.2%
FAM PTRNS ANNUITY-2/LPL	728,707.10	.2%	.2%
Total Notes Receivable:	<u>1,458,788.27</u>	.3%	.3%
TOTAL CURRENT ASSETS	<u>3,582,108.18</u>	.8%	.8%

MARKETABLE INVESTMENTS

Enron Corp.	\$ 96,174,395.35
Common Stock	10,405,012.95
Fayez Sarofim Mgmt.-Com	3,191,656.15
Sanders Morris Mundy-Com	807,626.75
Cypress Asset Mgmt.-Com.	3,727,781.24
Goldman Sachs-Com	2,186,555.13
Goldman Sachs-Internet	1,658,331.76
Caprock Capital Advisors	691,439.49
Paine Webber Managed	3,680,011.75

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	<u>Balance</u>	<u>% of Total Assets</u>	<u>% of Working Assets</u>
<b>Vested Exec Stock Options:</b>			
CPQ ESO 4-97 5000SH (98)	56,100.00	.0%	.0%
CPQ ESO 4-97 25000SH (99)	280,500.00	.1%	.1%
CPQ ESO 4-97 4370SH	84,035.10	.0%	.0%
CPQ ESO 4-98 2,424 SHS	31,051.44	.0%	.0%
ENE ESO 2-93 100,000 SHS	5,428,500.00	1.2%	1.3%
ENE ESO 2-94 168,000 SHS	8,589,000.00	2.0%	2.0%
ENE ESO 2-94 1,300,000SHS	66,137,500.00	15.2%	15.3%
ENE ESO 12-94 180,560 SHS	9,501,970.00	2.2%	2.2%
ENE ESO 12-94 84,670 SHS	4,455,758.75	1.0%	1.0%
ENE ESO 12-95 203,140 SHS	9,916,279.10	2.3%	2.3%
ENE ESO 1-96 147,700 SHS	7,310,411.50	1.7%	1.7%
ENE ESO 12-96 118,620 SHS	5,493,885.30	1.3%	1.3%
ENE ESO 1-97 113,090 SHS	5,159,731.25	1.2%	1.2%
ENE ESO 1-97 935,000 SHS	43,182,975.00	9.9%	10.0%
ENE ESO 1-98 95,388 SHS	4,560,977.22	1.0%	1.1%
ENE ESO 12-98 590,650 SHS	11,619,601.47	2.7%	2.7%
ENE ESO 12-99 325,000SHS	9,972,625.00	2.3%	2.3%
ENE ESO 1-00 192,309SHS	3,954,834.59	.9%	.9%
<b>Total Vested Exec Stock Options:</b>	<u>195,735,735.72</u>	44.9%	45.1%
<b>Preferred Stocks:</b>			
DR RED DUKE INC 52.632 SHS	100,000.80	.0%	.0%
ECOUTLOOK.COM 50,000 SH	200,000.00	.0%	.0%
INDX SOFTWARE 18588/SMM-JT	50,001.72	.0%	.0%
NET EXPLOR P2.000SH/SMM-JT	100,000.00	.0%	.0%
OPENPLUS 7.500SH/SMM-JT	75,000.00	.0%	.0%
<b>Total Preferred Stocks:</b>	<u>525,002.52</u>	.1%	.1%
<b>Corporate Bond-Convertibl:</b>			
LAKWOOD SPORT CONV/SMM-JT	52,250.00	.0%	.0%
LAKWOOD SPORT-1/SMM-JT	52,250.00	.0%	.0%
LAKWOOD SPRT CONV2/SMM-JT	30,041.00	.0%	.0%
EARTHCARE CO DEB/SMM-JT	100,000.00	.0%	.0%
<b>Total Corporate Bond-Convertibl:</b>	<u>234,541.00</u>	.1%	.1%
<b>Mutual Funds:</b>			
GS 1999 EXCH FND/GS	6,776,439.25	1.6%	1.6%
PW STRATEGY FUND/PW-94	948,000.00	.2%	.2%
TCW SELECT EQUITIES FUND	1,237,833.09	.3%	.3%
TCW AGRESSIVE GRWTH/NB	910,354.50	.2%	.2%
TCW AGRESSIVE GROWTH/NB	779,089.86	.2%	.2%
<b>Total Mutual Funds:</b>	<u>10,651,716.70</u>	2.4%	2.5%
<b>Partnerships-other:</b>			

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	<u>Balance</u>	<u>% of Total Assets</u>	<u>% of Working Assets</u>
KLL & LPL INVESTMENT PTRNS	49,649,486.00	11.4%	11.4%
KLL & LPL FAMILY PTRNS	1,284,498.00	.3%	.3%
Total Partnerships-other:	<u>50,933,984.00</u>	11.7%	11.7%
TOTAL MARKETABLE INVESTMENTS	<u>380,603,790.51</u>	87.3%	87.8%

LONG-TERM INVESTMENTS

Residence:

REAL ESTATE/HUNTINGDON	9,762,451.67	2.2%	2.3%
REAL ESTATE/LOOSCAN	1,286,424.75	.3%	.3%
Total Residence:	<u>11,048,876.42</u>	2.5%	2.5%

Real Estate Other Homes:

REAL ESTATE/ASPEN	2,863,697.02	.7%	.7%
REAL ESTATE/B-3431	447,544.79	.1%	.1%
REAL ESTATE/SPRING ST	5,091,934.09	1.2%	1.2%
PIRATES' COVE LOTS	299,742.66	.1%	.1%
REAL ESTATE/B-3429	695,917.34	.2%	.2%
REAL ESTATE/B-3433	855,881.60	.2%	.2%
REAL ESTATE/REBA	492,639.61	.1%	.1%
REAL ESTATE/CREEKSTONE LOT	1,679,069.25	.4%	.4%
REAL ESTATE/WESTGATE	283,195.50	.1%	.1%
REAL ESTATE/2514 AVALON	283,421.38	.1%	.1%
Total Real Estate Other Homes:	<u>12,993,043.24</u>	3.0%	3.0%

Real Estate Active Rental:

REAL ESTATE/1741SR	147,309.00	.0%	.0%
REAL ESTATE/1852MAR	104,044.97	.0%	.0%
REAL ESTATE/1856MAR	171,116.43	.0%	.0%
REAL ESTATE/1918SR	243,231.08	.1%	.1%
REAL ESTATE/KINGS	190,000.00	.0%	.0%
REAL ESTATE/VIKING	60,000.00	.0%	.0%
Total Real Estate Active Rental:	<u>915,701.48</u>	.2%	.2%

Real Estate Passive:

BLENHEIM APARTS, LTD.	225,000.00	.1%	.1%
COLORADO OASIS LTD.	254,888.00	.1%	.1%
CREEKSTONE SOUTH RICE PTRS	300,000.00	.1%	.1%
LAKE CHARLES APTS., LTD.	240,000.00	.1%	.1%
JESTER APTS PARTNERS,LP	400,000.00	.1%	.1%
TRAILSIDE APTS, LTD.	500,000.00	.1%	.1%
MILAND INVESTMENTS LLC	170,000.00	.0%	.0%
J.T.FAM.SR. INVEST., LTD.	264,330.00	.1%	.1%
W.E. TRADE INVESTMENTS LTD	245,025.00	.1%	.1%
W.A.REHAUSENLOT INV LTD	113,355.00	.0%	.0%
Total Real Estate Passive:	<u>2,712,598.00</u>	.6%	.6%

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	Balance	% of Total Assets	% of Working Assets
<b>Farming Interests:</b>			
11 ACRES ILLINOIS	4,500.00	.0%	.0%
Total Farming Interests:	<u>4,500.00</u>	.0%	.0%
<b>Other Investment-Passive:</b>			
CAPRICORN INVESTORS II LP	574,449.00	.1%	.1%
CAPRICORN INVESTORS III	15,000.00	.0%	.0%
CARSON PRIV CAP EUROPE LP	500,000.00	.1%	.1%
CORPORATE OPPT FUND/SMM-JT	228,750.00	.1%	.1%
CHAMPION L.L.C/SMM-JT	100,000.00	.0%	.0%
CON-EQUIP LLC/SMM-JT	100,000.00	.0%	.0%
ENVIR OPP 500,000SH/SMM-JT	310,000.00	.1%	.1%
ENVIRON OPP FUND II/SMM-JT	112,800.00	.0%	.0%
KESTREL VENTURES, LLC	59,920.00	.0%	.0%
MV PTRNS-CYBER DIALOGUE	346,500.00	.1%	.1%
USA CAFE LLC/SMM-JT	30,526.00	.0%	.0%
Y2K ENERGY CO., LTD.	1,110,000.00	.3%	.3%
Total Other Investment-Passive:	<u>3,487,945.00</u>	.8%	.8%
TOTAL LONG-TERM INVESTMENTS	<u>31,162,664.14</u>	7.1%	7.1%
<b>RETIREMENT/DEFERRED ASSETS</b>			
<b>IRA:</b>			
PAINE WEBBER-IRA/KLL-PW	66,134.29	<i>Cash to Invest</i> .0%	.0%
Total IRA:	<u>66,134.29</u>	.0%	.0%
<b>IRA/Spouse:</b>			
PAINE WEBBER-IRA/LPL-PW	66,217.97	<i>Cash to Invest</i> .0%	.0%
Total IRA/Spouse:	<u>66,217.97</u>	.0%	.0%
<b>Keogh Account:</b>			
SCUDDER GRWTH & INC/KLL	366,772.46	.1%	.1%
SCUDDER INCOME/KLL	23,608.48	.0%	.0%
SCUDDER ST BOND/KLL	25,404.00	.0%	.0%
Total Keogh Account:	<u>415,784.94</u>	.1%	.1%
<b>Retirement Plan:</b>			
ENRON-RETIREMENT	4,093,696.00	( <i>Enron Pension</i> ) .9%	.9%
✓ ENRON SAVINGS RO/PW401K ( <i>Enron Stock</i> )	5,533,713.00	( <i>PW managed</i> ) 1.3%	1.3%
✓ ENRON SAV RO MMA/PW401K	10,257.57	.0%	.0%
✓ ENRON SAVINGS 401(K) ( <i>Enron Stock</i> )	1,243,266.38	( <i>Enron Plan</i> ) .3%	.3%
✓ FID GROWTH CO 401(K)/KLL <i>1/3</i>	24,135.69	.0%	.0%
✓ FID OTC 401(K)/KLL <i>1/3</i>	16,467.79	.0%	.0%
✓ FID OVERSEAS 401(K)/KLL <i>1/3</i>	25,005.99	.0%	.0%
✓ FID MAGELLAN 401(K)/KLL	59,266.56	.0%	.0%

*Move to Growth Fidelity*

*Fid Balanced - Move Out*

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	Balance	% of Total Assets	% of Working Assets
Total Retirement Plan:	11,005,808.98	2.5%	2.5%
Deferred Compensat'n Plan:	<i>Similar to IRA w/ regards to Ordinary Income E.D. return</i>		
HNG PLAN-85	69,670.00	Enron Plan (20% limit)	.0%
ENRON DEFERRED COMP-85	3,178,450.76	Enron Plan ?	.7%
ENRON DEFERRED COMP-94	974,823.82	"	.2%
ENRON PHANTOM STOCK DEF (Annuity)	1,441,318.84	Enron Common	.3%
ELI LILLY DEFERRED COMP	1,068,999.88	LT stock	.2%
Total Deferred Compensat'n Plan:	6,733,263.30	1.5%	1.5%
TOTAL RETIREMENT/DEFERRED ASSETS	18,287,209.48	4.2%	4.2%
TOTAL WORKING ASSETS	436,480,645.84	99.5%	100.0%

*one w/ Enron Plan*

*21,000 to 495,032 shares @ 70/share*

PERSONAL/NON-EARNING ASSET

Automobile(s):

90 JEEP WRANGLER	6,825.00	.0%
92 4WD JEEP CHEROKEE	11,750.00	.0%
93 MERCEDES 600SL	63,975.00	.0%
95 LT SUBURBAN CHEVY	21,365.22	.0%
96 RANGE ROVER	43,525.00	.0%
99 MERCEDES ML430	52,693.33	.0%
97 SUBURBAN CHEVY	29,893.30	.0%
00 MERCEDES S500V	98,701.59	.0%
00 YELLOW JEEP WRANGLER	23,259.26	.0%
00 SILVER JEEP WRANGLER	23,303.14	.0%
00 RED JEEP WRANGLER	22,450.70	.0%
Total Automobile(s):	397,741.54	.1%

Home Furnishings:

HOME FURNISHINGS/HUNT	1,039,412.54	.2%
HOME FURNISHINGS/LOOSCAN	42,025.59	.0%
HOME FURNISHINGS/ASPEN	138,984.11	.0%
HOME FURNISHINGS/B-3431	163,984.20	.0%
HOME FURNISHINGS/B-3429	80,833.15	.0%
HOME FURNISHINGS/B-3433	83,761.40	.0%
HOME FURNISHINGS/SPRING	31,165.00	.0%
Total Home Furnishings:	1,580,165.99	.4%

Other Vehicles & Equip:

BW 21' OUTRAGE BOAT	49,327.00	.0%
DUFFY 18' ELECTRIC BOAT	14,131.25	.0%
HURRICANE 19'	22,695.14	.0%
SPIRIT CANOE	406.43	.0%
SUPER SPORT BOAT 1997	33,502.74	.0%
Total Other Vehicles & Equip:	120,062.56	.0%
TOTAL PERSONAL/NON-EARNING ASSET	2,097,970.09	.5%

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TOTAL ASSETS	<u>435,733,742.40</u>	100.0%	
<b><u>LIABILITIES</u></b>			
<b>CURRENT LIABILITIES</b>			
Credit Cards:			
AMER. EXPRESS/RL	-26,018.06	.0%	.0%
AMERICAN EXPRESS	-41,495.95	.0%	.0%
MASTERCARD 5551	4,272.72	.0%	.0%
NEIMAN MARCUS 1314	-46,658.66	.0%	.0%
NEIMAN MARCUS 7487	-213.57	.0%	.0%
VISA GOLD 4151	5,244.87	.0%	.0%
Total Credit Cards:	<u>-104,868.65</u>	.0%	.0%
Notes Payable:			
CHASE BANK LOC	6,867,000.00	1.6%	1.6%
COMPASS BANK LOC	5,689,871.12	1.3%	1.3%
ENRON CORP. LOAN	2,000,000.00	.5%	.5%
BANK OF AMER \$37.5M NON	28,609,999.56	6.6%	6.6%
PAINE WEBBER-LOC/PW-97	9,988,960.63	2.3%	2.3%
ACCT PAYABLE (ST)-ENRON	182,529.07	.0%	.0%
Total Notes Payable:	<u>53,338,360.38</u>	12.2%	12.3%
Security Deposits:			
SEC DEPOSIT/Z-1918SR	1,550.20	.0%	.0%
SEC DEPOSIT/Z-1856MAR	125.00	.0%	.0%
SEC DEPOSIT/Z-MCDUF	150.00	.0%	.0%
Total Security Deposits:	<u>1,825.20</u>	.0%	.0%
Margin Acct Liability:			
PAINE WEBBER MARGIN/PW-99	1,555,016.27	.4%	.4%
Total Margin Acct Liability:	<u>1,555,016.27</u>	.4%	.4%
TOTAL CURRENT LIABILITIES	<u>54,790,333.20</u>	12.6%	12.6%
<b>LONG-TERM LIABILITIES</b>			
Home Mortgage:			
BANK OF AMER/LOOSCAN	625,476.25	.1%	.1%
BANK OF AMER/HUNTINGDON	4,419,088.87	1.0%	1.0%
BANK OF AMER/HUNT #2 LIEN	495,896.50	.1%	.1%
BANK OF AMER/HUNT #3 LIEN	496,831.73	.1%	.1%
Total Home Mortgage:	<u>6,037,293.35</u>	1.4%	1.4%
Other Real Estate Mtge:			
BANK OF AMER/ASPEN	1,530,801.34	.4%	.4%
CITICORP MORTGAGE/B-3431	220,228.89	.1%	.1%



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BANK OF AMER/LOTS	103,094.83	.0%	.0%
BANK OF AMER/B-3429	246,324.29	.1%	.1%
BANK OF AMER/B-3433	532,283.85	.1%	.1%
BANK OF AMER/REBA	323,778.81	.1%	.1%
BANK OF AMER/2514 AVALON	225,000.00	.1%	.1%
BANK OF AMER/CREEKSTONE	1,200,000.00	.3%	.3%
BANK OF AM/SPRING ST	4,295,326.42	1.0%	1.0%
Total Other Real Estate Mtge:	<u>8,676,838.43</u>	2.0%	2.0%
Investment Liabilities:			
BANK OF AMER/WESTGATE LOT	191,250.00	.0%	.0%
Total Investment Liabilities:	<u>191,250.00</u>	.0%	.0%
Deferred Tax Liabilities:			
DEF TAX LIAB-STK OPT ONLY	95,803,778.00	22.0%	22.1%
Total Deferred Tax Liabilities:	<u>95,803,778.00</u>	22.0%	22.1%
TOTAL LONG-TERM LIABILITIES	<u>110,709,159.78</u>	25.4%	25.5%
BUSINESS LIABILITIES			
Employer Taxes/Bus:			
FICA WITHHELD-EE (TX)	36,136.50	.0%	.0%
FICA WITHHELD-LPL EE(TX)	4,275.90	.0%	.0%
FIT WITHHELD-EE (TX)	71,578.30	.0%	.0%
FIT WITHHELD-LPL EE(TX)	7,232.00	.0%	.0%
SIT WITHHELD-EE (MO)	355.20	.0%	.0%
SIT WITHHELD-EE (HH-CO)	108.00	.0%	.0%
Total Employer Taxes/Bus:	<u>119,685.90</u>	.0%	.0%
Accrued FICA Tax/Business:			
FICA PAYABLE-ER (TX)	36,138.37	.0%	.0%
FICA PAYABLE-LPL ER(TX)	4,275.90	.0%	.0%
Total Accrued FICA Tax/Business:	<u>40,414.27</u>	.0%	.0%
TOTAL BUSINESS LIABILITIES	<u>160,100.17</u>	.0%	.0%
TOTAL LIABILITIES	<u>165,659,593.15</u>	38.0%	38.2%
<u>NET WORTH</u>			
TOTAL NET WORTH	270,074,149.25	62.0%	62.3%
TOTAL LIABILITIES AND NET WORTH	<u>435,733,742.40</u>	100.0%	