

Beau

**Ken and Linda Lay
Balance Sheet Comparison
February 29, 2000**

	<u>1/31/00</u>	<u>2/29/00</u>	<u>Variance</u>	
Current Assets	3,582,108	3,396,565	(185,543)	
Marketable Investments				
Com & Pref Stocks	123,047,813	116,587,277	(6,460,536)	Reclassification of Manulife Annuity; 58,152 ENE sh paid off ENE LOC
Executive Stock Options	195,735,735	166,264,082	(29,471,653)	640,000 ENE stock options exercised & deferred
Bonds	234,541	234,541	-	
Mutual Funds	10,651,717	11,671,754	1,020,037	Significant inc- GS Exchange Fund & TCW Agress Growth
Partnerships (Family)*	50,933,984	51,534,106	600,122	ENE inc .875 from pr mo; CPQ dec. 2.125 from pr mo
Long Term Investments	31,162,664	34,488,360	3,325,696	Carson Legend, Houston NFL Holdings, Sanders Opport.Fd
Retirement Deferred Assets	18,287,209	57,311,976	39,024,767	Reclass. Of Manulife Annuity Exe 640,000 st opt in def plan
Personal Non Earning Assets	2,097,970	2,199,833	101,863	Home Furnishings & Deposit on Mercedes ML55
Current Liabilities	(54,790,333)	(52,110,742)	2,679,591	Repayment of ENE LOC
Long Term Liabilities	(110,709,159)	(114,905,774)	(4,196,615)	NFL Holdings credit facility; Increase. in Deferred Tax Liab due to increase stock opt.; (only def stock opt exe)
Business Liabilities	<u>(160,100)</u>	<u>(167,735)</u>	<u>(7,635)</u>	
NET WORTH	<u>\$ 270,074,149</u>	<u>\$ 276,504,243</u>	6,430,094	

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 0134

**GOVERNMENT
EXHIBIT**

212

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

March 13, 2000

Kenneth L. & Linda P. Lay
BALANCE SHEET ANALYSIS
As of: February 29, 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	237.91	.0%	.0%
CASH ON HAND/PSTOKES	5.87	.0%	.0%
CASH ON HAND/MSTURGIS	193.00	.0%	.0%
CASH ON HAND/LEONA	381.63	.0%	.0%
Total Cash on Hand:	<u>818.41</u>	.0%	.0%
Checking Accounts:			
BANK OF AMERICA 0707	15,938.12	.0%	.0%
BANK OF AMER/CONTRIBUTIONS	302.39	.0%	.0%
BANK OF AMER/LPL PROP	498.73	.0%	.0%
BANK OF AMER/STOKES	3,672.80	.0%	.0%
VECTRA BANK	1,908.02	.0%	.0%
UNITY 109-900	3,229.16	.0%	.0%
Total Checking Accounts:	<u>25,549.22</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	275,344.57	.1%	.1%
GOLDMAN SACHS/GS-61	102,033.93	.0%	.0%
GOLDMAN SACHS/GS-42	10,850.68	.0%	.0%
PAINE WEBBER MMA/PW-KLL	.02	.0%	.0%
PAINE WEBBER CYPRESS/PW-98	2,426.38	.0%	.0%
PAINE WEBBER MMA/PW-94	43,792.01	.0%	.0%
WATERHOUSE SEC-MMA/WSI	1,033.22	.0%	.0%
Total Brokerage Accounts:	<u>435,480.81</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%
ACCT RECV-RENT DEP (#1000)	2,102.08	.0%	.0%

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	<u>Balance</u>	<u>% of Total Assets</u>	<u>% of Working Assets</u>
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	107,350.83	.0%	.0%
ACCT RECV-RV	84,643.00	.0%	.0%
ACCT RECV-JWALLS	1,931.37	.0%	.0%
ACCT RECV-JAL	22,878.89	.0%	.0%
ACCT RECV-E MCELROY	5,750.00	.0%	.0%
ACCT RECV-STOERNER	7,000.00	.0%	.0%
Total Short-term Receivables:	<u>1,383,484.47</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>3,396,565.44</u>	.8%	.8%

MARKETABLE INVESTMENTS

Enron Corp.	\$ 92,866,262.50
Common Stock	9,595,273.95
Fayez Sarofim Mgmt.-Com	3,173,138.70
Sanders Morris Mundy-Com	1,085,802.50
Cypress Asset Mgmt.-Com.	3,854,981.07
Goldman Sachs-Com	2,133,516.78
Goldman Sachs-Internet	1,848,208.78
Caprock Capital Advisors	724,349.73
PaineWebber Core Hold.	780,740.38

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CPQ ESO 4-97 5000SH (98)	45,475.00	.0%	.0%
CPQ ESO 4-97 25000SH (99)	227,375.00	.1%	.1%
CPQ ESO 4-97 4370SH	74,748.85	.0%	.0%
CPQ ESO 4-98 2,424 SHS	25,900.44	.0%	.0%
ENE ESO 2-93 100,000 SHS	5,516,000.00	1.2%	1.2%
ENE ESO 2-94 168,000 SHS	8,736,000.00	2.0%	2.0%
ENE ESO 2-94 1,300,000SHS	34,155,000.00	7.7%	7.7%
ENE ESO 12-94 180,560 SHS	9,659,960.00	2.2%	2.2%
ENE ESO 12-94 84,670 SHS	4,529,845.00	1.0%	1.0%
ENE ESO 12-95 203,140 SHS	10,094,026.60	2.3%	2.3%
ENE ESO 1-96 147,700 SHS	7,439,649.00	1.7%	1.7%
ENE ESO 12-96 118,620 SHS	5,597,677.80	1.3%	1.3%
ENE ESO 1-97 113,090 SHS	5,258,685.00	1.2%	1.2%
ENE ESO 1-97 935,000 SHS	44,001,100.00	9.9%	10.0%
ENE ESO 1-98 95,388 SHS	4,644,441.72	1.0%	1.1%
ENE ESO 12-98 590,650 SHS	11,878,011.72	2.7%	2.7%
ENE ESO 12-99 325,000SHS	10,257,000.00	2.3%	2.3%
ENE ESO 1-00 192,309SHS	4,123,104.96	.9%	.9%
ENE ESO 2-00 13 SHS	81.25	.0%	.0%
Total Vested Exec Stock Options:	<u>166,264,082.34</u>	37.5%	37.7%
 Preferred Stocks:			
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%
Total Preferred Stocks:	<u>525,002.52</u>	.1%	.1%
 Corporate Bond-Convertibl:			
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%
Total Corporate Bond-Convertibl:	<u>234,541.00</u>	.1%	.1%
 Mutual Funds:			
GS 1999 EXCH FND/GS	7,319,544.00	1.6%	1.7%
PW STRATEGY FUND/PW-94	940,000.00	.2%	.2%
TCW SELECT EQUITIES FUND	1,339,090.65	.3%	.3%
TCW AGRESSIVE GRWTH/NB	1,117,097.10	.3%	.3%
TCW AGRESSIVE GROWTH/NB	956,022.11	.2%	.2%
Total Mutual Funds:	<u>11,671,753.86</u>	2.6%	2.6%
 Partnerships-other:			

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KLL & LPL INVESTMENT PTRNS	50,224,647.00	11.3%	11.4%
KLL & LPL FAMILY PTRNS	1,309,459.00	.3%	.3%
Total Partnerships-other:	<u>51,534,106.00</u>	11.6%	11.7%
TOTAL MARKETABLE INVESTMENTS	<u>346,291,760.11</u>	78.0%	78.4%
 LONG-TERM INVESTMENTS			
Residence:			
REAL ESTATE/HUNTINGDON	9,782,112.45	2.2%	2.2%
REAL ESTATE/LOOSCAN	1,287,640.75	.3%	.3%
Total Residence:	<u>11,069,753.20</u>	2.5%	2.5%
 Real Estate Other Homes:			
REAL ESTATE/ASPEN	2,863,697.02	.6%	.6%
REAL ESTATE/B-3431	447,544.79	.1%	.1%
REAL ESTATE/SPRING ST	5,145,223.92	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	859,132.60	.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>13,049,584.07</u>	2.9%	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	163,328.60	.0%	.0%
J.T.FAM.SR. INVEST., LTD.	269,280.00	.1%	.1%
W.E. TRADE INVESTMENTS LTD	245,025.00	.1%	.1%
W.AREHAUSENLOT INV LTD	113,355.00	.0%	.0%
Total Real Estate Passive:	<u>2,710,876.60</u>	.6%	.6%

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Farming Interests:			
11 ACRES ILLINOIS	4,500.00	.0%	.0%
Total Farming Interests:	<u>4,500.00</u>	.0%	.0%
Other Investment-Passive:			
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%
CARSON LEGEND LP	250,000.00	.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%
HOUSTON NFL HOLDINGS 2.5%	2,500,000.00	.6%	.6%
KESTREL VENTURES, LLC	59,920.00	.0%	.0%
MV PTRNS-CYBER DIALOGUE	346,500.00	.1%	.1%
SANDERS OPPORT FUND/SMM-JT	500,000.00	.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>6,737,945.00</u>	1.5%	1.5%
TOTAL LONG-TERM INVESTMENTS	<u>34,488,360.35</u>	7.8%	7.8%
RETIREMENT/DEFERRED ASSETS			
IRA:			
PAINE WEBBER-IRA/KLL-PW	66,411.61	.0%	.0%
Total IRA:	<u>66,411.61</u>	.0%	.0%
IRA/Spouse:			
PAINE WEBBER-IRA/LPL-PW	66,495.63	.0%	.0%
Total IRA/Spouse:	<u>66,495.63</u>	.0%	.0%
Keogh Account:			
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%
Retirement Plan:			
ENRON-RETIREMENT	4,093,696.00	.9%	.9%
ENRON SAVINGS RO/PW401K	5,605,050.00	1.3%	1.3%
ENRON SAV RO MMA/PW401K	10,298.67	.0%	.0%
ENRON SAVINGS 401(K)	1,249,739.56	.3%	.3%
ENRON ESOP	6,171.00	.0%	.0%

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FID GROWTH CO 401(K)/KLL	24,135.69	.0%	.0%
FID OTC 401(K)/KLL	16,467.79	.0%	.0%
FID OVERSEAS 401(K)/KLL	25,005.99	.0%	.0%
FID MAGELLAN 401(K)/KLL	59,266.56	.0%	.0%
MANULIFE ANN KLL/PW-R	3,542,750.00	.8%	.8%
MANULIFE ANN LPL/PW-R	2,548,000.00	.6%	.6%
Total Retirement Plan:	<u>17,180,581.26</u>	3.9%	3.9%
Deferred Compensat'n Plan:			
HNG PLAN-85	69,670.00	.0%	.0%
ENRON DEFERRED COMP-85	3,529,400.68	.8%	.8%
ENRON DEFERRED COMP-94	1,000,008.82	.2%	.2%
ENRON PHANTOM STOCK DEF	34,033,511.88	7.7%	7.7%
ELI LILLY DEFERRED COMP	950,111.11	.2%	.2%
Total Deferred Compensat'n Plan:	<u>39,582,702.49</u>	8.9%	9.0%
TOTAL RETIREMENT/DEFERRED ASSETS	<u>57,311,975.93</u>	12.9%	13.0%
TOTAL WORKING ASSETS	<u>441,488,661.83</u>	99.5%	100.0%

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 MERCEDES G500	20,000.00	.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):	<u>417,741.54</u>	.1%

Home Furnishings:

HOME FURNISHINGS/HUNT	1,072,236.54	.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	84,211.40	.0%
HOME FURNISHINGS/SPRING	79,753.90	.0%
Total Home Furnishings:	<u>1,662,028.89</u>	.4%

Other Vehicles & Equip:

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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:	<u>120,062.56</u>	.0%	
TOTAL PERSONAL/NON-EARNING ASSET	<u>2,199,832.99</u>	.5%	
TOTAL ASSETS	<u>443,688,494.82</u>	100.0%	

LIABILITIES

CURRENT LIABILITIES

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	1.5%	1.6%
COMPASS BANK LOC	5,689,871.12	1.3%	1.3%
BANK OF AMER \$37.5M NON	27,909,999.56	6.3%	6.3%
PAINE WEBBER-LOC/PW-97	10,045,946.26	2.3%	2.3%
ACCT PAYABLE (ST)-ENRON	136,887.35	.0%	.0%
Total Notes Payable:	<u>50,649,704.29</u>	11.4%	11.5%

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	1,564,080.96	.4%	.4%
Total Margin Acct Liability:	<u>1,564,080.96</u>	.4%	.4%
TOTAL CURRENT LIABILITIES	<u>52,110,741.80</u>	11.7%	11.8%

LONG-TERM LIABILITIES

Home Mortgage:

BANK OF AMER/LOOSCAN	624,871.38	.1%	.1%
BANK OF AMER/HUNTINGDON	4,415,460.69	1.0%	1.0%
BANK OF AMER/HUNT #2 LIEN	495,510.61	.1%	.1%

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BANK OF AMER/HUNT #3 LIEN	496,461.18	.1%	.1%
Total Home Mortgage:	<u>6,032,303.86</u>	1.4%	1.4%
Other Real Estate Mtge:			
BANK OF AMER/ASPEN	1,529,165.55	.3%	.3%
CITICORP MORTGAGE/B-3431	220,228.89	.0%	.0%
BANK OF AMER/LOTS	103,094.83	.0%	.0%
BANK OF AMER/B-3429	245,853.45	.1%	.1%
BANK OF AMER/B-3433	531,797.15	.1%	.1%
BANK OF AMER/REBA	323,446.59	.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	4,292,652.50	1.0%	1.0%
Total Other Real Estate Mtge:	<u>8,671,238.96</u>	2.0%	2.0%
Investment Liabilities:			
BANK OF AMER/WESTGATE LOT	191,250.00	.0%	.0%
BK OF AM/CREDIT FACILITY	2,500,000.00	.6%	.6%
Total Investment Liabilities:	<u>2,691,250.00</u>	.6%	.6%
Deferred Tax Liabilities:			
DEF TAX LIAB-STK OPT ONLY	97,510,981.60	22.0%	22.1%
Total Deferred Tax Liabilities:	<u>97,510,981.60</u>	22.0%	22.1%
TOTAL LONG-TERM LIABILITIES	<u>114,905,774.42</u>	25.9%	26.0%
BUSINESS LIABILITIES			
Employer Taxes/Bus:			
FICA WITHHELD-EE (TX)	37,695.42	.0%	.0%
FICA WITHHELD-LPL EE(TX)	4,626.52	.0%	.0%
FIT WITHHELD-EE (TX)	74,674.54	.0%	.0%
FIT WITHHELD-LPL EE(TX)	7,844.00	.0%	.0%
SIT WITHHELD-EE (MO)	355.20	.0%	.0%
SIT WITHHELD-EE (HH-CO)	216.00	.0%	.0%
Total Employer Taxes/Bus:	<u>125,411.68</u>	.0%	.0%
Accrued FICA Tax/Business:			
FICA PAYABLE-ER (TX)	37,697.29	.0%	.0%
FICA PAYABLE-LPL ER(TX)	4,626.52	.0%	.0%
Total Accrued FICA Tax/Business:	<u>42,323.81</u>	.0%	.0%
TOTAL BUSINESS LIABILITIES	<u>167,735.49</u>	.0%	.0%
TOTAL LIABILITIES	<u>167,184,251.71</u>	37.7%	37.9%
NET WORTH			
TOTAL NET WORTH	<u>276,504,243.11</u>	62.3%	62.6%
TOTAL LIABILITIES AND NET WORTH	<u>443,688,494.82</u>	100.0%	