

=====  
 Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

-----  
 FORM S-8  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933  
 -----

ENRON CORP.  
 (Exact name of registrant as specified in its charter)

OREGON	47-0255140
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1400 SMITH STREET  
 HOUSTON, TEXAS 77002  
 (Address of principal executive offices, including zip code)

-----  
 ENRON CORP. 1994 STOCK PLAN  
 (Full title of the plan)

REX R. ROGERS  
 VICE PRESIDENT AND ASSOCIATE GENERAL COUNSEL  
 ENRON CORP.  
 1400 SMITH STREET  
 HOUSTON, TEXAS 77002  
 (Name and address of agent for service)

(713) 853-3069  
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of Registration fee
Common Stock, no par value	32,000,000 Shares (2)	\$71.41	\$2,285,120,000	\$571,280

- (1) Estimated solely for purpose of calculating the registration fee (based upon the average of the high and low prices of the Common Stock on the New York Stock Exchange composite transactions reporting system on January 19, 2001.
- (2) This Registration Statement shall also include any additional shares of Common Stock issuable pursuant to the antidilution provisions of the Plan.

This registration statement is being filed, in accordance with General Instruction E to Form S-8, to register additional shares of Common Stock for sale under the Enron Corp. 1994 Stock Plan. The contents of the registrant's Form S-8 Registration Statements (Nos. 33-60821, 333-82225 and 333-85001) relating to the same employee benefit plan are incorporated by reference in this registration statement.

## INFORMATION NOT REQUIRED IN PROSPECTUS

The following documents are filed as part of this registration statement, in accordance with General Instruction E to Form S-8:

## Exhibits.

- \*3.1 - Amended and Restated Articles of Incorporation of Enron Corp. (Annex E to the Proxy Statement/Prospectus included in Enron Corp.'s Registration Statement on Form S-4 -- File No. 333-13791).
- \*3.2 - Articles of Merger of Enron Oregon Corp., an Oregon corporation, and Enron Corp., a Delaware corporation (Exhibit 3.02 to Post-Effective Amendment No. 1 to Enron Corp.'s Registration Statement on Form S-3 -- File No. 33-60417).
- \*3.3 - Articles of Merger of Enron Corp., an Oregon corporation, and Portland General Corporation, an Oregon corporation (Exhibit 3.03 to Post-Effective Amendment No. 1 to Enron Corp.'s Registration Statement on Form S-3 -- File No. 33-60417).
- \*3.4 - Bylaws of Enron Corp. (Exhibit 3.04 to Post-Effective Amendment No. 1 to Enron Corp.'s Registration Statement on Form S-3 -- File No. 33-60417).
- \*3.5 - Articles of Amendment of Enron: Form of Series Designation for the Enron Convertible Preferred Stock (Annex F to the Proxy Statement/Prospectus included in Enron's Registration Statement on Form S-4 -- File No. 333-13791).
- \*3.6 - Articles of Amendment of Enron: Form of Series Designation for the Enron 9.142% Preferred Stock (Annex G to the Proxy Statement/Prospectus included in Enron's Registration Statement on Form S-4 -- File No. 333-13791).
- \*3.7 - Articles of Amendment of Enron: Form of Series Designation for the Enron Series A Junior Voting Convertible Preferred Stock (Exhibit 3.07 to Enron's Registration Statement on Form S-3 -- File No. 333-44133).
- \*3.8 - Articles of Amendment of Enron: Statement of Resolutions Establishing A Series of Preferred Stock of Enron Corp. -- Mandatorily Convertible Single Reset Preferred Stock, Series A (Exhibit 4.01 to Enron's Form 8-K filed on January 26, 1999).
- \*3.9 - Articles of Amendment of Enron: Statement of Resolutions Establishing A Series of Preferred Stock of Enron Corp. -- Mandatorily Convertible Single Reset Preferred Stock, Series B (Exhibit 4.02 to Enron's Form 8-K filed on January 26, 1999).
- \*3.10 - Articles of Amendment of Enron Corp. amending Article IV of the Articles of Incorporation (Exhibit 3.10 to Enron's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 -- File No. 333-70465).
- \*3.11 - Articles of Amendment of Enron Corp.: Statement of Resolutions Establishing A Series of Preferred Stock of Enron Corp. -- Mandatorily Convertible Junior Preferred Stock, Series B (Exhibit 3.11 to Enron's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 -- File No. 333-70465).
- \*4 - Enron Corp. 1994 Stock Plan, as amended (Exhibit 4.3 to Enron Corp. Form S-8 Registration Statement No. 33-60821).
- 5 - Opinion of James V. Derrick, Jr., Esq., Executive Vice President and General Counsel of Enron Corp.
- 23.1 - Consent of Arthur Andersen LLP.
- 23.2 - The consent of James V. Derrick, Jr., Esq., is contained in his opinion filed as Exhibit 5 hereto.
- 24 - Powers of Attorney of certain directors of Enron Corp.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement or amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 26th day of January, 2001.

ENRON CORP.

By: /s/ RICHARD A. CAUSEY

-----  
Richard A. Causey  
Executive Vice President and  
Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement or amendment has been signed by the following persons in the capacities indicated and on the 26th day of January, 2001.

Signature -----	Title -----
/s/ KENNETH L. LAY ----- Kenneth L. Lay	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
/s/ RICHARD A. CAUSEY ----- Richard A. Causey	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ ANDREW S. FASTOW ----- Andrew S. Fastow	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
ROBERT A. BELFER* ----- Robert A. Belfer	Director
NORMAN P. BLAKE, JR.* ----- Norman P. Blake, Jr.	Director
RONNIE C. CHAN* ----- Ronnie C. Chan	Director
JOHN H. DUNCAN* ----- John H. Duncan	Director
WENDY L. GRAMM* ----- Wendy L. Gramm	Director

Signature  
-----

Title  
-----

KEN L. HARRISON\*

Director

-----  
Ken L. Harrison

ROBERT K. JAEDICKE\*

Director

-----  
Robert K. Jaedicke

CHARLES A. LeMAISTRE\*

Director

-----  
Charles A. LeMaistre

JOHN MENDELSON\*

Director

-----  
John Mendelsohn

JEROME J. MEYER\*

Director

-----  
Jerome J. Meyer

FRANK SAVAGE\*

Director

-----  
Frank Savage

JEFFREY K. SKILLING\*

Director, President and  
Chief Operating Officer

-----  
Jeffrey K. Skilling

JOHN A. URQUHART\*

Director

-----  
John A. Urquhart

JOHN WAKEHAM\*

Director

-----  
John Wakeham

HERBERT S. WINOKUR, JR.\*

Director

-----  
Herbert S. Winokur, Jr.

\*By: /s/ REBECCA C. CARTER

-----  
Rebecca C. Carter  
Attorney-in-Fact

## EXHIBIT INDEX

EXHIBIT	DESCRIPTION OF EXHIBIT
*3.1	- Amended and Restated Articles of Incorporation of Enron Corp. (Annex E to the Proxy Statement/Prospectus included in Enron Corp.'s Registration Statement on Form S-4 -- File No. 333-13791).
*3.2	- Articles of Merger of Enron Oregon Corp., an Oregon corporation, and Enron Corp., a Delaware corporation (Exhibit 3.02 to Post-Effective Amendment No. 1 to Enron Corp.'s Registration Statement on Form S-3 -- File No. 33-60417).
*3.3	- Articles of Merger of Enron Corp., an Oregon corporation, and Portland General Corporation, an Oregon corporation (Exhibit 3.03 to Post-Effective Amendment No. 1 to Enron Corp.'s Registration Statement on Form S-3 -- File No. 33-60417).
*3.4	- Bylaws of Enron Corp. (Exhibit 3.04 to Post-Effective Amendment No. 1 to Enron Corp.'s Registration Statement on Form S-3 -- File No. 33-60417).
*3.5	- Articles of Amendment of Enron: Form of Series Designation for the Enron Convertible Preferred Stock (Annex F to the Proxy Statement/Prospectus included in Enron's Registration Statement on Form S-4 -- File No. 333-13791).
*3.6	- Articles of Amendment of Enron: Form of Series Designation for the Enron 9.142% Preferred Stock (Annex G to the Proxy Statement/Prospectus included in Enron's Registration Statement on Form S-4 -- File No. 333-13791).
*3.7	- Articles of Amendment of Enron: Form of Series Designation for the Enron Series A Junior Voting Convertible Preferred Stock (Exhibit 3.07 to Enron's Registration Statement on Form S-3 -- File No. 333-44133).
*3.8	- Articles of Amendment of Enron: Statement of Resolutions Establishing A Series of Preferred Stock of Enron Corp. -- Mandatorily Convertible Single Reset Preferred Stock, Series A (Exhibit 4.01 to Enron's Form 8-K filed on January 26, 1999).
*3.9	- Articles of Amendment of Enron: Statement of Resolutions Establishing A Series of Preferred Stock of Enron Corp. -- Mandatorily Convertible Single Reset Preferred Stock, Series B (Exhibit 4.02 to Enron's Form 8-K filed on January 26, 1999).
*3.10	- Articles of Amendment of Enron Corp. amending Article IV of the Articles of Incorporation (Exhibit 3.10 to Enron's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 -- File No. 333-70465).
*3.11	- Articles of Amendment of Enron Corp.: Statement of Resolutions Establishing A Series of Preferred Stock of Enron Corp. -- Mandatorily Convertible Junior Preferred Stock, Series B (Exhibit 3.11 to Enron's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 -- File No. 333-70465).
*4	- Enron Corp. 1994 Stock Plan, as amended (Exhibit 4.3 to Enron Corp. Form S-8 Registration Statement No. 33-60821).
5	- Opinion of James V. Derrick, Jr., Esq., Executive Vice President and General Counsel of Enron Corp.
23.1	- Consent of Arthur Andersen LLP.
23.2	- The consent of James V. Derrick, Jr., Esq., is contained in his opinion filed as Exhibit 5 hereto.
24	- Powers of Attorney of certain directors of Enron Corp.

\* Incorporated by reference as indicated.

January 26, 2001

Enron Corp.  
1400 Smith Street  
Houston, Texas 77002-7369

Gentlemen:

As Executive Vice President and General Counsel of Enron Corp., an Oregon corporation (the "Company"), I am familiar with the filing of a registration statement on Form S-8 (the "Registration Statement") relating to a proposed offering and sale of up to an aggregate of 32,000,000 shares (the "Shares") of Common Stock, no par value ("Common Stock"), of the Company which may be issued pursuant to the Company's 1994 Stock Plan, as amended and restated (the "Plan").

Before rendering the opinions hereinafter set forth, I, or attorneys on my legal staff acting under my direction, examined certain corporate records of the Company, and such other certificates of officers of the Company, documents and records as I or such attorneys deemed necessary or appropriate for the purposes of this opinion.

Based upon the foregoing, I am of the opinion that the Shares to be issued pursuant to the Plan have been validly authorized for issuance and, when (a) the Registration Statement has become effective under the Securities Act of 1933, as amended, (b) the pertinent provisions of any state securities laws, as may be applicable, have been complied with, and (c) the Shares are issued and paid for in accordance with the terms of the Plan and any stock option agreement pursuant to which such Shares are issued, the Shares so issued will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. By giving such consent, I do not admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

/s/ JAMES V. DERRICK, JR.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our reports dated March 13, 2000 included in Enron Corp.'s Form 10-K for the year ended December 31, 1999 and to all references to our Firm included in this Registration Statement.

ARTHUR ANDERSEN LLP

Houston, Texas  
January 24, 2001



## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 16th day of January, 2001.

/s/ ROBERT A. BELFER

-----  
Robert A. Belfer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 16th day of January, 2001.

/s/ NORMAN P. BLAKE, JR.

-----  
 Norman P. Blake, Jr.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 18th day of January, 2001.

/s/ RONNIE C. CHAN

-----  
Ronnie C. Chan

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 17th day of January, 2001.

/s/ JOHN H. DUNCAN

-----  
John H. Duncan

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), her true and lawful attorney-in-fact and agent, for her and on her behalf and in her name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set her hand this 16th day of January, 2001.

/s/ WENDY L. GRAMM

-----  
Wendy L. Gramm

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 16th day of January, 2001.

/s/ KEN L. HARRISON

-----  
Ken L. Harrison

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 16th day of January, 2001.

/s/ ROBERT K. JAEDICKE

-----  
Robert K. Jaedicke

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 17th day of January, 2001.

/s/ KENNETH L. LAY

-----  
Kenneth L. Lay



## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 16th day of January, 2001.

/s/ CHARLES A. LeMAISTRE

-----  
Charles A. LeMaistre

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 16th day of January, 2001.

/s/ JOHN MENDELSON

-----  
John Mendelsohn

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 19th day of January, 2001.

/s/ JEROME J. MEYER

-----  
Jerome J. Meyer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 22nd day of January, 2001.

/s/ FRANK SAVAGE

-----  
Frank Savage

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand  
this 16th day of January, 2001.

/s/ JEFFREY K. SKILLING

-----  
Jeffrey K. Skilling

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 16th day of January, 2001.

/s/ JOHN A. URQUHART

-----  
John A. Urquhart

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 16th day of January, 2001.

/s/ JOHN WAKEHAM

-----  
John Wakeham

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that in connection with the proposed registration by Enron Corp., an Oregon corporation (the "Company"), of shares of Enron Corp. Common Stock, no par value, to be offered pursuant to the Enron Corp. 1994 Stock Plan, the undersigned officer or director of the Company hereby constitutes and appoints Kenneth L. Lay, Richard A. Causey, Andrew S. Fastow and Rebecca C. Carter, and each of them (with full power to each of them to act alone), his true and lawful attorney-in-fact and agent, for him and on his behalf and in his name, place and stead, in any and all capacities, to sign, execute and file a registration statement on Form S-8 relating to such securities to be filed with the Securities and Exchange Commission, together with all amendments thereto, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority, granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereto set his hand this 19th day of January, 2001.

/s/ HERBERT S. WINOKUR, JR.

-----  
Herbert S. Winokur, Jr.