

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

NewPower Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

87260K 10 7
(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

 1. Names of Reporting Persons
 I.R.S. Identification Nos. of above persons (entities only)
 ENRON CORP.

 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

 3. SEC Use Only

 4. Citizenship or Place of Organization
 OREGON

Number of Shares	5. Sole Voting Power 50,784,600
Beneficially Owned by Each Reporting Person	6. Shared Voting Power 5,000,000
With:	7. Sole Dispositive Power 50,784,600
	8. Shared Dispositive Power 5,000,000

 9. Aggregate Amount Beneficially Owned by Each Reporting Person
 55,784,600

 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions)

 11. Percent of Class Represented by Amount in Row (9)
 43.8%

 12. Type of Reporting Person (See Instructions)

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
ENERON ENERGY SERVICES, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
DELAWARE

Number of Shares	5. Sole Voting Power 50,784,600
Beneficially Owned by	6. Shared Voting Power 5,000,000
Each Reporting Person	7. Sole Dispositive Power 50,784,600
With:	8. Shared Dispositive Power 5,000,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person
55,784,600

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)
43.8%

12. Type of Reporting Person (See Instructions)
00 - LIMITED LIABILITY COMPANY

1. Names of Reporting Persons
 I.R.S. Identification Nos. of above persons (entities only)
 CORTEZ ENERGY SERVICES, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 DELAWARE

Number of Shares	5. Sole Voting Power -0-
Beneficially Owned by Each Reporting Person	6. Shared Voting Power 5,000,000
With:	7. Sole Dispositive Power -0-
	8. Shared Dispositive Power 5,000,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 5,000,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions)
 | |

11. Percent of Class Represented by Amount in Row (9)
 8.5%

12. Type of Reporting Person (See Instructions)
 OO - LIMITED LIABILITY COMPANY

1. Names of Reporting Persons
 I.R.S. Identification Nos. of above persons (entities only)
 MCGARRET I, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 DELAWARE

Number of Shares	5. Sole Voting Power 6,766,400
Beneficially Owned by Each Reporting Person	6. Shared Voting Power -0-
With:	7. Sole Dispositive Power 6,766,400
	8. Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 6,766,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions)
 | |

11. Percent of Class Represented by Amount in Row (9)
 10.4%

12. Type of Reporting Person (See Instructions)
 OO - LIMITED LIABILITY COMPANY

1. Names of Reporting Persons
 I.R.S. Identification Nos. of above persons (entities only)
 McGARRET II, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

3. SEC Use Only

4. Citizenship or Place of Organization
 DELAWARE

Number of Shares	5.	Sole Voting Power 8,458,200
Beneficially Owned by	6.	Shared Voting Power -0-
Each Reporting Person	7.	Sole Dispositive Power 8,458,200
With:	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 8,458,200

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions)

| |

11. Percent of Class Represented by Amount in Row (9)
 12.7%

12. Type of Reporting Person (See Instructions)
 OO - LIMITED LIABILITY COMPANY

1. Names of Reporting Persons
 I.R.S. Identification Nos. of above persons (entities only)
 McgARRET III, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

3. SEC Use Only

4. Citizenship or Place of Organization
 DELAWARE

Number of Shares	5.	Sole Voting Power 2,791,800
Beneficially Owned by	6.	Shared Voting Power -0-
Each Reporting Person	7.	Sole Dispositive Power 2,791,800
With:	8.	Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 2,791,800

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)
 4.6%

12. Type of Reporting Person (See Instructions)
 OO - LIMITED LIABILITY COMPANY

1. Names of Reporting Persons
 I.R.S. Identification Nos. of above persons (entities only)
 EES WARRANT TRUST

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

3. SEC Use Only

4. Citizenship or Place of Organization
 DELAWARE

Number of Shares	5. Sole Voting Power 24,117,800
Beneficially Owned by Each Reporting Person	6. Shared Voting Power -0-
With:	7. Sole Dispositive Power 24,117,800
	8. Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 24,117,800

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
 (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)
 29.3%

12. Type of Reporting Person (See Instructions)
 OO - TRUST

SCHEDULE 13G

ITEM 1.

(A) Name of Issuer:

NewPower Holdings, Inc.

(B) Address of Issuer's Principal Executive Offices:

One Manhattanville Road
Purchase, New York 10577

ITEM 2.

(A) Name of Person Filing:

1. Enron Corp.
2. Enron Energy Services, LLC
3. Cortez Energy Services, LLC
4. McGarret I, L.L.C.
5. McGarret II, L.L.C.
6. McGarret III, L.L.C.
7. EES Warrant Trust

(B) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each
reporting person is:
1400 Smith Street
Houston, Texas 77002

(C) Citizenship:

1. Oregon
2. Delaware
3. Delaware
4. Delaware
5. Delaware
6. Delaware
7. Delaware

(D) Title of Class of Securities:

Common Stock, par value \$.01 per share

(E) CUSIP Number

87260K 10 7

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Please see the cover pages to this Schedule 13G for the requested ownership information of each reporting person. The Common Stock reflected as owned by Enron includes 5,000,000 shares of Common Stock owned by Cortez Energy Services, LLC. Pursuant to the terms of the Contribution and Subscription Agreement executed in connection with NewPower Holding's initial private placement, immediately upon receipt of the shares of Common Stock issued to Enron Energy Services, LLC, currently a wholly-owned subsidiary of Enron, in that transaction, Enron Energy Services contributed 5,000,000 of those shares of Common Stock to Cortez. Cortez Energy Services, LLC is a limited liability company with Enron Energy Services as its managing member and LJM2 Co-Investment, L.P. as its only other member. The general partner of LJM2 Co-Investment, L.P. is LJM2 Capital Management, L.P., whose general partner is LJM2 Capital Management, LLC, whose managing member is Mr. Andrew S. Fastow. Mr. Fastow is Executive Vice President and Chief Financial Officer of Enron. LJM2 Co-Investment, L.P. is also the managing member of LJM2-TNPC, LLC. As a result of Mr. Fastow's positions at LJM2 Capital Management,

LLC and Enron, Enron may be deemed to beneficially own the LJM2-TNPC member interests held by LJM2 Co-Investment, L.P., and thus the shares of Common Stock that LJM2-TNPC may acquire upon exercise of its Class A warrants. Enron disclaims beneficial ownership of the shares of Common Stock held by LJM2-TNPC. The Class A warrants reflected as owned by Enron include 6,766,400 Class A warrants that have been transferred by Enron Energy Services to McGarret I, L.L.C., 8,458,200 Class A warrants that have been transferred by Enron Energy Services to McGarret II, L.L.C. and 2,791,800 Class A warrants that have been transferred by Enron Energy Services to McGarret III, L.L.C. Enron Energy Services is the sole managing member of these entities. The Class A warrants reflected as owned by Enron also include 24,117,800 Class A warrants that have been transferred by Enron Energy Services to EES Warrant Trust. Enron and Enron Energy Services have voting and dispositive power over the Class A warrants held by EES Warrant Trust.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 14, 2001

ENRON CORP.

By: /s/ ROBERT H. BUTTS

Name: Robert H. Butts
Title: Managing Director and Controller

ENRON ENERGY SERVICES, LLC

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business Ventures

CORTEZ ENERGY SERVICES, LLC

By: Enron Energy Services, LLC,
its Managing Member

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business
Ventures

MCGARRET I, L.L.C.

By: Enron Energy Services, LLC,
its Managing Member

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business
Ventures

MCGARRET II, L.L.C.

By: Enron Energy Services, LLC,
its Managing Member

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business
Ventures

MCGARRET III, L.L.C.

By: Enron Energy Services, LLC,
its Managing Member

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business
Ventures

EES WARRANT TRUST

By: Wilmington Trust Company,
Not in its individual capacity
but solely as Trustee

By: /s/ ANN E. ROBERTS

Name: Ann E. Roberts
Title: Assistant Vice President

EXHIBIT INDEX

Exhibit A -- Joint Filing Agreement

JOINT FILING AGREEMENT

The undersigned each agree that (i) the statement on Schedule 13G relating to the common stock, par value \$0.01 per share, of NewPower Holdings, Inc. has been adopted and filed on behalf of each of them, (ii) all future amendments to such statement on Schedule 13G will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them, and (iii) the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 apply to each of them. This agreement may be terminated with respect to the obligation to jointly file future amendments to such statement on Schedule 13G as to any of the undersigned upon such person giving written notice thereof to each of the other persons signatory hereto, at the principal office thereof.

EXECUTED as of May 14, 2001

ENRON CORP.

By: /s/ ROBERT H. BUTTS

Name: Robert H. Butts
Title: Managing Director, and
Controller

ENRON ENERGY SERVICES, LLC

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business Ventures

CORTEZ ENERGY SERVICES, LLC

By: Enron Energy Services, LLC,
its Managing Member

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business
Ventures

MCGARRET I, L.L.C.

By: Enron Energy Services, LLC,
its Managing Member

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business
Ventures

MCGARRET II, L.L.C.

By: Enron Energy Services, LLC,
its Managing Member

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business
Ventures

MCGARRET III, L.L.C.

By: Enron Energy Services, LLC,
its Managing Member

By: /s/ MARK S. MULLER

Name: Mark S. Muller
Title: President, New Business
Ventures

EES WARRANT TRUST

By: Wilmington Trust Company,
Not in its individual capacity,
but solely as Trustee

By: /s/ ANN E. ROBERTS

Name: Ann E. Roberts
Title: Assistant Vice
President