

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

Portland General Electric Company

(Name of Issuer)

Common Stock, no par

(Title of Class of Securities)

736508847

(CUSIP Number)

Elizabeth Kardos, General Counsel
Stephen Forbes Cooper, LLC
101 Eisenhower Parkway Roseland, New Jersey, 07068
Phone Number: 973-618-5100

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

April 3, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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, as amended ("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).

CUSIP No. 736508847

1 Name of Reporting Person. Enron Disputed Claims Reserve
I.R.S. Identification Nos. of above persons (entities only) N/A

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions)
00

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2 (d) or 2 (e)
[]

6 Citizenship or Place of Organization
Texas

NUMBER OF SHARES BENE- FICIALLY OWNED BY EACH REPORTING PERSON WITH	8	Shared Voting Power	0
	9	Sole Dispositive Power	35,463,555
	10	Shared Dispositive Power	0
11	Aggregate Amount Beneficially Owned by Reporting Person		35,463,555
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		
	[]		
13	Percent of Class Represented by Amount in Row (11)		56.7417%
14	Type of Reporting Person (See Instructions)		[00]

ITEM 1. SECURITY AND ISSUER

This statement relates to 35,463,555 shares (the "Shares") of the common stock, no par value (the "Common Stock"), of Portland General Electric Company, an Oregon corporation (the "Issuer"), whose principal executive offices are located at 121 SW Salmon Street, Portland, Oregon 97204.

ITEM 2. IDENTITY AND BACKGROUND

This statement is filed by the Enron Disputed Claims Reserve (hereinafter referred to as the "Reporting Person" or the "DCR"). The DCR is a distribution mechanism created pursuant to Section 21.3(a) of the Fifth Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, In re Enron Corp., et al., including, without limitation, the Plan Supplement and the exhibits and schedules thereto (the "Plan"). The Guidelines for the Disputed Claims Reserve that were adopted pursuant to the Plan are attached as Exhibit 1 hereto.

The purpose of the DCR is for Stephen Forbes Cooper, LLC, or its successor, (the "Disbursing Agent") to hold in escrow for the benefit of each holder of allowed claims the Common Stock, cash, certain trust interests and other securities and any dividends, gains or income attributable thereto (collectively, the "Reserved Assets"), to be issued periodically to holders of allowed claims as disputed claims are resolved pursuant to the Plan.

The Disbursing Agent may only vote and sell the Shares and other Plan securities as record holder of such securities pursuant to the instructions of, or upon the prior approval of, the Disputed Claims Reserve Overseers (the "DCR Overseers") pursuant to the Guidelines for the DCR Overseers, which are attached as Exhibit 2 hereto. A meeting of the DCR Overseers will be called each time (i) a shareholder vote of Common Stock is called for a matter, whether by solicitation of proxy or otherwise, or (ii) an offer is made by a third party to purchase the Shares or other Reserved Assets held by the DCR. The DCR Overseers were selected and appointed in accordance with the Plan.

The DCR Overseers are John J. Ray III, Rick A. Harrington, James R. Latimer III, Stephen D. Bennett and Robert M. Deutschman. Their business address is Four Houston Center, 1221 Lamar, Suite 1600 Houston, TX 77010. John J. Ray III is principally employed as Managing Director of Avidity Partners, LLC at 2 Prudential Plaza, 1080 North Stetson, Suite 1310, Chicago, Illinois 60601. Rick A. Harrington is a former senior vice president and General Counsel of ConocoPhillips and is now self employed as an investor of his own funds at 41200 North 102nd Place, Scottsdale, Arizona 85261. James R. Latimer III is principally employed as Chief Executive Officer of Explore Horizons, Incorporated at 2602 McKinney Avenue, Dallas, Texas 75204. Stephen D. Bennett is the former CEO of Acme Metals and is now self employed as an investor of his own funds at 412 National Drive, Stonewood, Illinois 60431. Robert M. Deutschman is principally employed as Chairman of Cappello Partners, LLC located at 100 Wilshire Blvd., Santa Monica, California 90401.

During the last five years, neither the Reporting Person nor any DCR Overseer has been (i) convicted in a criminal proceeding or, (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Shares were distributed by the Issuer on April 3, 2006 to the DCR in connection with the Issuer's distribution of Common Stock to holders of allowed claims pursuant to the Plan.

ITEM 4. PURPOSE OF TRANSACTION

The Shares were acquired by the Reporting Person pursuant to the Plan solely for the purpose of making distributions to holders of allowed claims and were not acquired with the purpose of changing or influencing control of the Issuer and the Disputed Claims Reserve has no intention to effect any of the transactions described in Item 4 of Schedule 13D. Pursuant to the Plan, as disputed claims are resolved the Reporting Person may from time to time distribute such Shares and/or other Reserved Assets to holders of allowed claims or following the approval of the DCR Overseers, sell Shares and/or other Reserved Assets and distribute the proceeds to the holders of allowed claims. With the exception of the distributions and sales described above, the Reporting Person does not have any current plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j) included in Item 4 of the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF ISSUER

(a) and (b) For the purpose of Rule 13d-3 promulgated under the Exchange Act, the Reporting Person owns directly 35,463,555 shares of Common Stock, representing 56.74% of the issued and outstanding Common Stock and is deemed to have sole voting and dispositive power with respect to such shares of Common Stock subject to the direction of the DCR Overseers as described above.

(c) The Shares were distributed by the Issuer on April 3, 2006 to the DCR in connection with the Issuer's distribution of Common Stock to holders of allowed claims pursuant to the Plan. No consideration was paid in connection with the transfer of the Shares.

(d) The holders of allowed claims under the Plan ultimately have the right to receive all of the Shares held by the DCR and any dividends, gains or income attributable thereto or proceeds from the sale thereof.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1 Guidelines for the Disputed Claims Reserve.

Exhibit 2 Guidelines for the DCR Overseers.

S I G N A T U R E

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: April 5, 2006 Enron Disputed Claims Reserve

by: Stephen Forbes Cooper, LLC, as Disbursing Agent

/s/ Elizabeth Kardos

Elizabeth Kardos, General Counsel

EXHIBIT INDEX

- Exhibit 1 Guidelines for the Disputed Claims Reserve.
- Exhibit 2 Guidelines for the DCR Overseers.

GUIDELINES
FOR THE
DISPUTED CLAIMS RESERVE

THESE GUIDELINES FOR THE DISPUTED CLAIMS RESERVE (THESE "GUIDELINES") WERE ADOPTED PURSUANT TO THE [FIFTH] AMENDED JOINT PLAN OF AFFILIATED DEBTORS PURSUANT TO CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE, IN RE ENRON CORP., ET AL., INCLUDING, WITHOUT LIMITATION, THE PLAN SUPPLEMENT AND THE EXHIBITS AND SCHEDULES THERETO (THE "PLAN"), FOR THE DISBURSING AGENT, THE REORGANIZED DEBTOR PLAN ADMINISTRATOR AND THE REORGANIZED DEBTORS TO FOLLOW IN CONNECTION WITH THE RESERVE FOR DISPUTED CLAIMS CREATED PURSUANT TO SECTION 21.3(A) OF THE PLAN (THE "RESERVE"). ALL CAPITALIZED TERMS USED HEREIN AND NOT OTHERWISE DEFINED HEREIN HAVE THE MEANINGS GIVEN TO THOSE TERMS IN THE PLAN.

I. PURPOSE

The purpose for the Reserve is for the Disbursing Agent to hold Cash, Plan Securities, Operating Trust Interests, Remaining Asset Trust Interests, Litigation Trust Interests and Special Litigation Trust Interests and any dividends, gains or income attributable thereto (collectively, the "Reserved Assets"), in escrow for the benefit of each holder of Disputed Claims.

II. RESERVED ASSETS IN GENERAL

The Disbursing Agent shall hold and release the Reserved Assets in accordance with the requirements of the Plan, these Guidelines and other applicable law. To the extent that there is a conflict among the provisions of these Guidelines, the provisions of the Plan, and/or the Confirmation Order, each such document shall have controlling effect in the following rank order: (1) the Confirmation Order; (2) the Plan; and (3) these Guidelines.

III. CASH

All Cash held in the Reserve, including, without limitation, any dividends, gains or income paid on account of Plan Securities, Operating Trust Interests, Remaining Asset Trust Interest, Litigation Trust Interests and Special Litigation Trust Interests, shall be, pending release pursuant to the Plan, (i) held in the name of the Disbursing Agent for the benefit of holders of Disputed Claims in an interest bearing account with a depository institution or trust company organized under the laws of the United States of America or any state thereof, subject to supervision and examination by United States or state banking or depository institution authorities and having, to the knowledge of the Disbursing Agent at the time such deposit is made, reported capital and surplus in excess of \$100 million, or (ii) invested in interest-bearing obligations issued by the United States Government, or by an agency of the United States Government and guaranteed by the United States Government, and having (in either case) a maturity of not more than thirty (30) days.

IV. PLAN SECURITIES

1. The Disbursing Agent may only vote and sell Plan Securities as record holder of such securities pursuant to the instructions of, or upon the prior approval of, the DCR Overseers pursuant to the Guidelines for the DCR Overseers, subject to applicable law. The Reorganized Debtor

Plan Administrator or any member of the DCR Overseers shall promptly call a meeting of the DCR Overseers each time (i) a shareholder vote of Plan Securities is called for a matter, whether by solicitation of proxy or otherwise, or (ii) an offer is made by a third party to the Disbursing Agent or the Reorganized Debtor Plan Administrator to purchase Plan Securities. At such meeting, the Reorganized Debtor Plan Administrator shall provide (to the maximum extent allowed by applicable law) such information as an officer of a public corporation chartered under Delaware would be required to provide to its board of directors in a similar situation.

2. The Disbursing Agent shall comply with all applicable securities laws with regard to the possession of any material non-public information regarding Plan Securities, including, without limitation, requirements to maintain confidentiality and restrictions on selling.
3. The Disbursing Agent shall comply as a record holder of Plan Securities with all securities, corporate and other laws applicable to a holder of large amounts of Plan Securities, including, without limitation, filing any required Schedules 13D and forms required under Section 16 of the Securities Exchange Act of 1934.

4. Upon each release of Plan Securities to the holders of Allowed Claims, the Disbursing Agent shall give notice of such release to the applicable transfer agent identifying the recipients of such Plan Securities.

V. OPERATING TRUST INTERESTS AND REMAINING ASSET TRUST INTERESTS

1. The Disbursing Agent shall hold all Operating Trust Interests and Remaining Asset Trust Interests as a record holder of such interests subject to the requirements and restrictions of the Operating Trust Agreement and Remaining Asset Trust Agreement, respectively, including, without limitation, restrictions on transfer.
2. Upon each release of Operating Trust Interests and Remaining Asset Trust Interests to the holders of Allowed Claims, the Disbursing Agent shall give notice of such release to the applicable trustee identifying the recipients of such trust interests.
3. The Disbursing Agent shall not have the authority to sell or otherwise dispose of any Operating Trust Interests or Remaining Asset Trust Interests, except to release such interests to holders of Allowed Claims as permitted by the Plan.

VI. LITIGATION TRUST INTERESTS AND SPECIAL LITIGATION TRUST INTERESTS

1. The Disbursing Agent shall hold all Litigation Trust Interests and Special Litigation Trust Interests as a record holder of such interests subject to the requirements and restrictions of the Litigation Trust Agreement and Special Litigation Trust Agreement.

2. Upon each release of Litigation Trust Interests and Special Litigation Trust Interests to the holders of Allowed Claims, the Disbursing Agent shall give notice of such release to the applicable trustee or transfer agent identifying the recipients of such trust interests.
3. The Disbursing Agent shall not have the authority to sell or otherwise dispose of any Litigation Trust Interests or Special Litigation Trust Interests, except to release such interests to holders of Allowed Claims as permitted by the Plan.
4. The Disbursing Agent shall comply with all applicable securities laws with regard to the possession of any material non-public information regarding Litigation Trust Interests and Special Litigation Trust Interests, including, without limitation, any requirements to maintain confidentiality.
5. The Disbursing Agent shall comply as a record holder of Litigation Trust Interests and Special Litigation Trust Interests with all securities, trust and other laws applicable to a holder of large amounts of Litigation Trust Interests and Special Litigation Trust Interests, including, without limitation, filing any required Schedules 13D and forms required under Section 16 of the Securities Exchange Act of 1934.
6. Any sale of Plan Securities from the Reserve may only be made after the holders of Plan Securities other than the Reserve have been given an opportunity to participate in such sale on a pro rata basis by (i) a tender offer to such holders as required by the Securities Exchange Act of 1934, and the rules thereunder (as amended), or (ii) merger of the issuer of such Plan Securities, in either event, in a manner that satisfies Section 1123(a)(4) of the Bankruptcy Code with respect to the holders of Allowed Claims that have received the securities of the same class of the Plan Securities to be sold and the holders of Disputed Claims that would be entitled to distribution of shares in such class of Plan Securities if such Disputed Claims were allowed pursuant to the Plan.

VII. SELECTION OF DCR OVERSEERS

1. The initial DCR Overseers shall be selected and appointed by the Debtors prior to the Effective Date, which shall consist of a group of five (5) Persons, with the consent of (a) the Creditors' Committee with respect to four (4) of the Debtors' selections (the "Committee Approved Overseers") and (b) the ENA Examiner with respect to one (1) of the Debtors' selections (the "ENA Examiner Approved Overseer").
2. A DCR Overseer may be removed by a unanimous vote of the other DCR Overseers; provided, however, such removal may only be made for Cause (hereinafter defined). In the event of a vacancy in a DCR Overseer's position (whether by removal, death or resignation), a new DCR Overseer may be appointed to fill such position by a majority of the

other DCR Overseers, with the consent of (i) in the case of a replacement of a Committee Approved Overseer, if the Creditors' Committee has not been dissolved, the Creditors' Committee, and (ii) in the case of a replacement of an ENA Examiner Approved Overseer, if the ENA Examiner has not been discharged, the ENA Examiner; provided, however, in the case of a replacement of an ENA Examiner Appointed Overseer, the remaining DCR Overseers shall select such new member from the list of potential ENA Examiner Appointed Overseers set forth on Exhibit A(1) to the extent that such individuals are available and willing to serve as a DCR Overseer and have not been previously removed as a DCR Overseer for Cause. In the event that there are no remaining DCR Overseers, appointments to fill such vacancies shall be made upon an order entered after an opportunity for a hearing by the Bankruptcy Court, upon motion of the Reorganized Debtor Plan Administrator.

For purposes of this Article VII, "Cause" with respect to any DCR Overseer shall be defined as: (i) such DCR Overseer's theft or embezzlement or attempted theft or embezzlement of money or tangible or intangible assets or property; (ii) such DCR Overseer's violation of any law (whether foreign or domestic), which results in a felony indictment or similar judicial proceeding; (iii) such DCR Overseer's recklessness, gross negligence, willful misconduct, breach of fiduciary duty or knowing violation of law, in the performance of its duties; (iv) such DCR Overseer's failure to perform any of its other material duties under these Guidelines or the Guidelines for the DCR Overseers; provided, however, the DCR Overseer shall have been given a reasonable period to cure any alleged Cause under clauses (iii) (other than willful misconduct) and (iv).

VIII. TAX TREATMENT

Subject to the receipt of contrary guidance from the IRS or a court of competent jurisdiction (including the receipt by the Disbursing Agent of a private letter ruling requested by the Disbursing Agent, or the receipt of an adverse determination by the IRS upon audit if not contested by the Disbursing Agent, or a condition imposed by the IRS in connection with a private letter ruling requested by the Debtors), the Disbursing Agent shall (i) treat the Reserve as one or more discrete trusts (which may be composed of separate and independent shares) for federal income tax purposes in accordance with the trust provisions of the IRC (Sections 641 et seq.) and (ii) to the extent permitted by applicable law, report consistent with the foregoing for state and local income tax purposes.

IX. FUNDING OF RESERVE EXPENSES

If the Reserve has insufficient funds to pay any expenses, including, without limitation, indemnification of DCR Overseers and applicable taxes imposed upon it or its assets, subject to the provisions contained in the Plan, the Reorganized Debtors shall advance to the Reserve the funds necessary to pay such expenses (an "Expense Advance"), with such Expense Advances repayable from

(1) A list of four (4) potential ENA Examiner Appointed Overseers to be selected by the Debtors after consultation with the ENA Examiner prior to the Effective Date.

future amounts otherwise receivable by the Reserve pursuant to Section 21.3 of the Plan or otherwise. If and when a distribution is to be made from the Reserve, the distributee will be charged its pro rata portion of any outstanding Expense Advance (including accrued interest). If a cash distribution is to be made to such distributee, the Disbursing Agent shall be entitled to withhold from such distributee's distribution the amount required to pay such portion of the Expense Advance (including accrued interest charged by the Reorganized Debtors as reasonably determined by the Reorganized Debtor Plan Administrator). If such cash is insufficient to satisfy the respective portion of the Expense Advance and there is also to be made to such distributee a distribution of other Plan Currency or interests in the trusts to be created pursuant to the Plan, the distributee shall, as a condition to receiving such other assets, pay in cash to the Disbursing Agent an amount equal to the unsatisfied portion of the Expense Advance (including accrued interest). Failure to make such payment shall entitle the Disbursing Agent to reduce and permanently adjust the amounts that would otherwise be distributed to such distributee to fairly compensate the Reserve for the unpaid portion of the Expense Advance (including accrued interest).

X. AMENDMENTS

Any provision of these Guidelines may be amended or waived by the Reorganized Debtor Plan Administrator with the approval of the Bankruptcy Court upon notice and an opportunity for a hearing, provided that such amendment is not in contradiction of the Plan; provided, however, technical amendments to these Guidelines may be made, as necessary to clarify these Guidelines or enable the Reorganized Debtor Plan Administrator, the DCR Overseers and the Disbursing Agent to effectuate the terms of these Guidelines, by the Reorganized Debtor Plan Administrator without the consent of the Creditors' Committee or the approval of the Bankruptcy Court so long as notice of such technical amendment is filed as soon as reasonably practicable with the Bankruptcy Court following its effectiveness.

XI. GOVERNING LAW

These Guidelines shall be governed by the internal laws of the State of Delaware, without giving effect to the principles of conflict of laws that would require the application of the law of another jurisdiction.

GUIDELINES
FOR THE
DCR OVERSEERS

THESE GUIDELINES FOR THE DCR OVERSEERS (THESE "GUIDELINES") WERE ADOPTED PURSUANT TO THE [FIFTH] AMENDED JOINT PLAN OF AFFILIATED DEBTORS PURSUANT TO CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE, IN RE ENRON CORP., ET AL., INCLUDING, WITHOUT LIMITATION, THE PLAN SUPPLEMENT AND THE EXHIBITS AND SCHEDULES THERETO (THE "PLAN"), FOR THE DCR OVERSEERS IN CONNECTION WITH THE RESERVE FOR DISPUTED CLAIMS CREATED PURSUANT TO SECTION 21.3(A) OF THE PLAN (THE "RESERVE"). ALL CAPITALIZED TERMS USED HEREIN AND NOT OTHERWISE DEFINED HEREIN HAVE THE MEANINGS GIVEN TO THOSE TERMS IN THE PLAN.

I. PURPOSE

The sole purpose of the DCR Overseers shall be to determine how the Disbursing Agent is to vote and whether, and under what terms, the Disbursing Agent is to sell, Plan Securities held in the Reserve.

In discharging their duties, the DCR Overseers are authorized: (i) to review any matter that the DCR Overseers deem appropriate with respect to the Plan Securities, with access to all books, records, facilities and personnel available to the Disbursing Agent and the Reorganized Debtor Plan Administrator, except to the extent prohibited by applicable securities laws, and (ii) to retain independent counsel or other experts, with adequate funding provided by the Reserve.

II. MEMBERSHIP

The DCR Overseers shall consist of a group selected and maintained pursuant to the "Guidelines for the Disputed Claims Reserve," as amended from time to time (the "Reserve Guidelines").

III. MEETINGS

- A. The DCR Overseers shall meet on a regularly-scheduled basis four times per year and more frequently as circumstances dictate, including, without limitation, each time a shareholder vote is called with respect to any Plan Securities or an offer is made to purchase Plan Securities held by the Reserve.
- B. The Reorganized Debtor Plan Administrator, or a representative thereof, shall attend all meetings called of the DCR Overseers, but the presence of such Person is not necessary for the DCR Overseers to conduct business at such meeting.
- C. At all meetings of the DCR Overseers, a majority of the DCR Overseers shall constitute a quorum for the transaction of business. If at any meeting of the DCR Overseers there be less than a quorum present, a majority of those present or any DCR Overseer solely present may adjourn the meeting from time to time without further notice. The act of a majority of the DCR Overseers present at a meeting at which a quorum is in attendance shall be the act of the DCR Overseers.
- D. No DCR Overseer shall be permitted to delegate his duties or grant a proxy of his vote.
- E. At the first meeting of the DCR Overseers, the DCR Overseers shall appoint a Secretary of the DCR Overseers, which may be any Person selected by a vote of the DCR Overseers. The Secretary shall act as the secretary of each meeting of the DCR Overseers unless the DCR Overseers appoint another Person to act as secretary of the meeting. The DCR Overseers shall keep regular minutes of their proceedings which shall be placed in a minute book of the DCR Overseers, which shall be available for review by the Reorganized Debtor Plan Administrator.
- F. The Reorganized Debtor Plan Administrator or any member of the DCR Overseers shall call each meeting of DCR Overseers. The Secretary shall give to each DCR Overseer and the Reorganized Debtor Plan Administrator at least two (2) business days' prior notice of each such meeting. Notice of any such meeting need not be given to any DCR Overseer who shall, either before or after the meeting, submit a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to him. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the DCR Overseers need be specified in

the notice or waiver of notice of such meeting.

G. DCR Overseers may participate in meetings in person or by telephone.

IV. KEY RESPONSIBILITIES

The DCR Overseers' role is to determine how the Disbursing Agent should vote, and whether, and under what terms, the Disbursing Agent should sell, Plan Securities as the record holder thereof for the benefit of the holders of Disputed Claims. Such role may be satisfied by instructing the Disbursing Agent to take an action or by approving an action of the Disbursing Agent.

To fulfill their purpose, the DCR Overseers shall:

A. When determining how the Disbursing Agent should vote Plan Securities:

1. Subject to the remainder of these Guidelines, exercise their business judgment to vote the Plan Securities in a manner that they believe will maximize the value of the Plan Securities, or the proceeds thereof (whether in the form of Cash, Cash Equivalents or securities issued in exchange of Plan Securities, whether by merger, reorganization or otherwise), upon their release from the Reserve to the holders of Allowed Claims as such Claims are allowed in accordance with the Plan.
2. Review information available to the holders of Plan Securities in connection with such vote.

3. Consult with the Reorganized Debtor Plan Administrator prior to making a decision regarding such vote.
4. Take all actions that a board of directors of a public corporation chartered in the State of Delaware would be required to take to satisfy its fiduciary duties when making a decision regarding the voting by such corporation of a comparable proportion of securities it holds in another entity.

B. When determining whether the Disbursing Agent should sell Plan Securities:

1. Subject to the remainder of these Guidelines, exercise their business judgment to maximize the value of the Plan Securities, or the proceeds thereof (whether in the form of Cash, Cash Equivalents or securities issued in exchange of Plan Securities, whether by merger, reorganization or otherwise), upon their release from the Reserve to the holders of Allowed Claims as such Claims are allowed in accordance with the Plan.
2. Review information available to the holders of Plan Securities in connection with such sale.
3. Consult with the Reorganized Debtor Plan Administrator prior to making a decision regarding such sale.
4. Take all actions that a board of directors of a public corporation chartered in the State of Delaware would be required to take to satisfy its fiduciary duties when making a decision regarding the sale by such corporation of a comparable proportion of securities it holds in another entity.

V. DUTIES; LIABILITIES; STANDARD OF CARE; INDEMNIFICATION; INSURANCE; COMPLIANCE WITH LAW

- A. In the fulfillment of their role set forth in Article IV above, each of the DCR Overseers shall have the same duties, liabilities, defenses and standards of care of a director of a corporation chartered under the Delaware General Corporation Law, as the same exists or may hereafter be amended (the "DGCL").
- B. Any Person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he is or was a DCR Overseer shall be indemnified by the Reserve to the fullest extent that a corporation is permitted to indemnify its directors under the DGCL, with the determinations that would be made by the directors or stockholders of such corporation being made by the Reorganized Debtor Plan Administrator. Such right shall be a contract right and as such shall run to the benefit of any Person who is appointed and accepts the position of a DCR Overseer or elects to continue to serve as a DCR Overseer. Any repeal or amendment of this

indemnification clause shall be prospective only and shall not limit the rights of any such Person or the obligations of the Reserve with respect to any claim arising from or related to the services of such Person prior to any such repeal or amendment to this clause. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives to the extent applicable under the DGCL. The rights conferred above shall not be exclusive of any other right which any Person may have or hereafter acquire under any statute, agreement, or otherwise.

- C. The Reorganized Debtor Plan Administrator shall be entitled to cause the Reserve to purchase and maintain insurance utilizing funds from the Reserve on behalf of any DCR Overseer against any liability asserted against such Person or incurred by such Person in such capacity or arising out of such Person's status as such, whether or not such Person would be indemnified against such liability as a director of a corporation chartered under, and as provided by, the DGCL.
- D. In fulfilling their duties as DCR Overseers, each DCR Overseer shall comply with all applicable law, including, without limitation, (i) filing any required Schedules 13D or required forms under Section 16 of the Securities Exchange Act of 1934, if any, and (ii) complying with all applicable securities laws regarding the possession of any material non-public information involving Plan Securities.

VI. CONFLICTS OF INTEREST

Prior to the taking of a vote on any matter or issue or the taking of any action with respect to any matter or issue, each member of the DCR Overseers shall report to the DCR Overseers any conflict of interest such member has or may reasonably be expected to have with respect to the matter or issue at hand and fully disclose the nature of such conflict or potential conflict (including without limitation disclosing any and all financial or other pecuniary interests that such member might have with respect to or in connection with such matter or issue). A member who has or who may reasonably be expected to have a conflict of interest shall be deemed to be a "conflicted member" who shall not be entitled to vote or take part in any action with respect to such matter or issue (however such member shall be counted for purposes of determining the existence of a quorum); the vote or action with respect to such matter or issue shall be undertaken only by members of the DCR Overseers who are not "conflicted members"; and a majority of the DCR Overseers with regard to such vote shall be the majority of DCR Overseers in attendance at such meeting entitled to vote on such issue.

VII. AMENDMENTS

Any provision of these Guidelines may be amended or waived by the Reorganized Debtor Plan Administrator with the approval of the Bankruptcy Court upon notice and an opportunity for a hearing, provided that such amendment is not in contradiction of the Plan; provided, however, technical amendments to these Guidelines may be made, as necessary to clarify these Guidelines or enable the Reorganized Debtor Plan Administrator and the DCR Overseers to effectuate the terms of these Guidelines, by the Reorganized Debtor Plan Administrator without the consent of the Creditors' Committee or the approval of the Bankruptcy Court so long as notice of such technical amendment is filed as soon as reasonably practicable with the Bankruptcy Court following its effectiveness.

VIII. GOVERNING LAW

These Guidelines shall be governed by the internal laws of the State of Delaware, without giving effect to the principles of conflict of laws that would require the application of the law of another jurisdiction.