

EXHIBIT 3a.2

Note : In connection with the anticipated but failed merger with Dynegy in the fall of 2001, the Debtor agreed to pay approximately \$50 million to a trust to fund a retention program for 76 employees who were deemed critical to the trading operations of the Debtors. This payment was made to Wachovia Bank, who served as the trustee, and is included within the payments listed in the first exhibit to item 3a. The information listed below represents those individuals who received these retention bonus payments from the trust. This exhibit excludes five employees who received approximately \$4.6 million which amounts have been included in the exhibit to item 3b.

<u><i>Employee Receiving Payment</i></u>	<u>Payment Amount</u>
ALONSO, THOMAS	\$250,000
ARNOLD, JOHN D	8,000,000
ARORA, HARPREET S	450,000
AUCOIN, BERNEY C	150,000
BADEER, ROBERT T	1,300,000
BASS, ERIC P	400,000
BENSON, ROBERT C	1,750,000
BLACK, DONALD W	475,000
BRAWNER, SANDRA F	525,000
BRESLAU, CRAIG A	200,000
CHOI, PAUL I	250,000
CLARK, CHAD T	150,000
COWAN, MICHAEL R	200,000
CRANDALL, SEAN R	350,000
CUILLA, MARTIN L	325,000
CURRY, MICHAEL J	200,000
DAVIES, DEREK J	525,000
DAVIS JR, MARK D	1,800,000
DEVRIES, PAUL	250,000
DORLAND, CHRISTOPHER	150,000
ERMIS, FRANK J	850,000
FISCHER, MARK S	250,000
FOSTER, CHRISTOPHER H	225,000
GASKILL, CHRISTOPHER J	150,000
GILBERT-SMITH, DOUGLAS	275,000
GRIGSBY, MICHAEL D	200,000
GUPTA, GAUTAM	150,000
HEIZENRADER, TIMOTHY A	300,000
HERNDON, ROGERS	800,000
HOLST, KEITH A	75,000
JACOBY, BEN F	200,000
KING, JEFF N	100,000

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<u><i>Employee Receiving Payment</i></u>	<u>Payment Amount</u>
LAGRASTA, FRED D	350,000
LAMBIE, CHRIS D	50,000
LE DAIN, ERIC G	200,000
LEWIS, ANDREW H	650,000
LLODRA, JOHN	200,000
LUCCI, PAUL T	150,000
LUCE, LAURA L	250,000
MAGGI, MICHAEL J	850,000
MARTIN, THOMAS A	1,100,000
MAY, LAWRENCE J	850,000
MCKAY, BRADLEY T	300,000
MCKAY, JONATHAN	175,000
MILNTHORP, PHILLIP R	850,000
MISRA, NARSIMHA	75,000
MOTLEY, MATTHEW H	2,300,000
NEAL, SCOTT M	225,000
PARQUET, DAVID J	250,000
PENMAN, GREGG A	125,000
PRESTO, KEVIN M	2,000,000
RICHTER, JEFFREY S	1,300,000
ROBINSON, MITCHELL O	125,000
ROSMAN, STEWART	250,000
RUSCITTI, KEVIN	325,000
SCHWIEGER, JAMES E	650,000
SHIVELY, HUNTER	1,750,000
STALFORD, ROBERT	100,000
STOREY, GEOFFREY C	650,000
STURM, FLETCHER J	1,750,000
SUAREZ, JOHN D	125,000
SWERZBIN, MICHAEL J	2,600,000
THOLT, JANE M	200,000
THOMAS, JACOB S	300,000
TOMASKI, RICHARD S	100,000
TYCHOLIZ, BARRY L	650,000
VICKERS, FRANK W	200,000
WANG, STEVE H	150,000
WHITT, MARK	275,000
WILL, LLOYD J	150,000
ZUFFERLI, JOHN A	1,450,000
Total	<u><u>\$45,325,000</u></u>