

When a company looks too good to be true, it usually is.

The Rise and Fall of Enron

BY C. WILLIAM THOMAS

If you're like most, you've been astonished, disillusioned and angered as you learned of the meteoric rise and fall of Enron Corp. Remember the company's television commercial of not so long ago, ending with the reverberating phrase, "Ask why, why, why?" That question is now on everyone's

lips. The Enron case is a dream for academics who conduct research and teach. For those currently or formerly involved with the company, such as creditors, auditors, the SEC and accounting regulators, it's a nightmare that will continue for a long time.

Formal investigations of Enron are now under way, headed by the company's board, the SEC, the Justice Department and Congress. The exact causes and details of the disaster may not be known for months. The purpose of this article is to summarize preliminary observations about the collapse, as well as changes in financial reporting, auditing and corporate governance that are being proposed in response by Big Five accounting firms, the AICPA and the SEC.

IN A WAY IT'S SIMPLE, IN A WAY IT'S NOT

On the surface, the motives and attitudes behind decisions and events leading to Enron's eventual downfall appear simple enough: individual and collective greed born in an atmosphere of market euphoria and corporate arrogance. Hardly anyone—the company, its employees, analysts or individual investors—wanted to believe the company was too good to be true. So, for a while, hardly anyone did. Many kept on buying the stock, the corporate mantra and the dream. In the meantime, the company made many high-risk deals, some of which were outside the company's typical asset risk control process. Many went sour in the early months of 2001 as Enron's stock price and debt rating imploded because of loss of investor and creditor trust. Methods the company used to disclose (or creatively



obscure) its complicated financial dealings were erroneous and, in the view of some, downright deceptive. The company's lack of transparency in reporting its financial affairs, followed by financial restatements disclosing billions of dollars of omitted liabilities and losses, contributed to its demise. The whole affair happened under the watchful eye of Arthur Andersen LLP, which kept a whole floor of auditors assigned at Enron year-round.

THE BEGINNING PRESAGES THE END

In 1985, after federal deregulation of natural gas pipelines, Enron was born from the merger of Houston Natural Gas and InterNorth, a Nebraska pipeline company. In the process of the merger,

Enron incurred massive debt and, as the result of deregulation, no longer had exclusive rights to its pipelines. In order to survive, the company had to come up with a new and innovative business strategy to generate profits and cash flow. Kenneth Lay, CEO, hired McKinsey & Co. to assist in developing Enron's business strategy. It assigned a young consultant named Jeffrey Skilling to the engagement. Skilling, who had a background in banking and asset and liability management, proposed a revolutionary solution to Enron's credit, cash and profit woes in the gas pipeline business: create a "gas bank" in which Enron would buy gas from a network of suppliers and sell it to a network of consumers, contractually guaranteeing both the supply and the price, charging fees for the transactions and assuming the associated risks. Thanks to the young consultant, the company created both a new product and a new paradigm for the industry—the energy derivative.

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