



Certificate of Compliance

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Date: _____

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I, _____, do hereby acknowledge that I have received and read the Enron Code of Ethics booklet.

I hereby certify compliance since my employment, or since I last so certified, with such policy statements, as follows:

1. To the best of my knowledge, I have complied with the Company's policies relating to the Principles of Human Rights, Securities Trades by Company Personnel; Business Ethics; Confidential Information and Trade Secrets; Safety; Use of Communication Services and Equipment; Internet Security; Governmental Affairs and Political Contributions; Consulting Fees, Commissions, and Other Payments; Compliance with the Foreign Corrupt Practices Act; Compliance with Antitrust and Environmental Laws; and Conflicts of Interests, Investments, and Outside Business Interests of Officers and Employees;

2. To the best of my knowledge, I have not taken any action in contravention of the policies on the Principles of Human Rights, Business Ethics, Governmental Affairs and Political Contributions, Use of Communication Systems and Equipment, Internet Security, and Conflicts of Interests, Investments, and Outside Business Interests of Officers and Directors. To the best of my knowledge, the same is true of my immediate family and personal household;

3. I have not been convicted of a felony or class A misdemeanor and I have not violated any Company policy which, if the Company or I had been prosecuted, would have resulted in criminal penalties against the Company or me; and

4. To the best of my knowledge, I have complied with all other Company policies applicable to my employment.

I agree to comply with the above stated policies and conduct myself in such a manner as is consistent with full compliance with the above-stated policies.

THERE ARE NO EXCEPTIONS TO THE ABOVE CERTIFICATION EXCEPT AS FOLLOWS:

DEPARTMENT

EMPLOYEE SIGNATURE

COMPANY

EMPLOYEE NAME PRINTED

EC 001396925

You may select the Code of Ethics option from eHOnline.enron.com to certify your compliance or you may complete and send this form to Elaine V. Overturf, Deputy Corporate Secretary, Enron Corp., 1400 Smith St., Suite 4836, Houston, Texas 77002-7369.

Form 5442sab (7/00)