

LJM2 APPROVAL SHEET

This Approval Sheet should be used to approve Enron's participation in any transactions involving LJM Cayman, L.P. ("LJM1") or LJM2 Co-Investment, L.P. ("LJM2"). LJM1 and LJM2 will collectively be referred to as "LJM". This Approval Sheet is in addition to (not in lieu of) any other Enron approvals that may be required.

GENERAL

Deal name: Raptor

Date Approval Sheet completed: April 18, 2000

Enron person completing this form: Trushar Patel

Expected closing date: May 4, 2000

Business Unit: Enron Corp.

Business Unit Originator: Ben Glisan

This transaction relates to LJM1 and/or LJM2.

This transaction is a sale by Enron a purchase by Enron a co-sale with Enron a co-purchase with Enron and/or other: creation of hedging structure

Person(s) negotiating for Enron: Ben Glisan

Person(s) negotiating for LJM: Michael Kopper

Legal counsel for Enron: Vinson & Elkins

Legal counsel for LJM: Kirkland & Ellis

DEAL DESCRIPTION

Talon I LLC ("Talon") is a special purpose entity organized for the purpose of entering into certain derivative transactions. LJM2, through its 100% voting control of Talon, has the unilateral ability to make the investment decisions for Talon and is not contractually obligated to execute any derivative transactions with Enron. LJM2 will execute derivative transactions with Harrier I LLC ("Harrier"), a wholly-owned subsidiary of Enron, to the extent those investment decisions are aligned with LJM2's investment objectives. Enron, through Harrier, will offer LJM2 the opportunity to execute derivative instruments relating to both public and private energy and telecommunication investments made by Enron.

ECONOMICS

Talon's distributions to equity holders will be limited by earnings at Talon. To the extent there are earnings and sufficient cash to distribute, distributions will be made according to the following waterfall:

- First, \$41 million to LJM2
- Second, distributions as necessary until LJM2 receives a 30% IRR over the term of the structure (unless the IRR was achieved through the \$41 million distribution above)
- Third, 100% to the special limited partnership interest, Harrier I LLC, a wholly-owned subsidiary of Enron

DASH

See attached.

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GOVERNMENT
EXHIBIT

7633

Crim No. H-04-0025

"FOIA CONFIDENTIAL
TREATMENT REQUESTED
BY ANDREW FASTOW"

ISSUES CHECKLIST

1. Sale Options

- a. If this transaction is a sale of an asset by Enron, which of the following options were considered and rejected:
 Condor JEDI II Third Party Direct Sale. Please explain: Not a sale of an asset by Enron
- b. Will this transaction be the most beneficial alternative to Enron? Yes No. If no, please explain: _____
- c. Were any other bids/offers received in connection with this transaction? Yes No. Please explain: Private structured finance transaction

2. Prior Obligations

- a. Does this transaction involve a Qualified Investment (as defined in the JEDI II partnership agreement)? Yes No. If yes, please explain how this issue was resolved: _____
- b. Was this transaction required to be offered to any other Enron affiliate or other party pursuant to a contractual or other obligation? Yes No. If yes, please explain: _____

3. Terms of Transaction

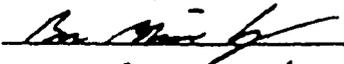
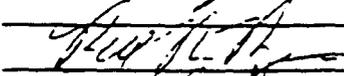
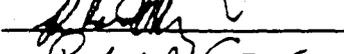
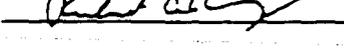
- a. What are the benefits (financial and otherwise) to Enron in this transaction? Cash flow Earnings
 Other: Ability to hedge mark-to-market exposure on investments in publicly and privately held companies
- b. Was this transaction done strictly on an arm's-length basis? Yes No. If no, please explain: _____
- c. Was Enron advised by any third party that this transaction was not fair, from a financial perspective, to Enron?
 Yes No. If yes, please explain: _____
- d. Are all LJM expenses and out-of-pocket costs (including legal fees) being paid by LJM? Yes No. If no, is this market standard or has the economic impact of paying any expenses and out-of-pocket costs been considered when responding to items 1.b. and 3.b. above? Yes No.

4. Compliance

- a. Will this transaction require disclosure as a Certain Transaction in Enron's proxy statement? Yes No.
- b. Will this transaction result in any compensation (as defined by the proxy rules) being paid to any Enron employee?
 Yes No.
- c. Have all Enron employees' involvement in this transaction on behalf of LJM been waived by Enron's Office of the Chairman in accordance with Enron's Conduct of Business Affairs Policy? Yes No. If no, please explain:

- d. Was this transaction reviewed and approved by Enron's Chief Accounting Officer? Yes No.
- e. Was this transaction reviewed and approved by Enron's Chief Risk Officer? Yes No.
- f. Has the Audit Committee of the Enron Corp. Board of Directors reviewed all Enron/LJM transactions within the past twelve months? Yes No. (The Audit Committee has not held a meeting since LJM2's formation.) Have all recommendations of the Audit Committee relating to Enron/LJM transactions been taken into account in this transaction? Yes No.

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APPROVALS	Name	Signature	Date
Business Unit	Ben Glisan		6-12-00
Business Unit Legal			
Enron Corp. Legal	Rex Rogers		5-24-00
Global Finance Legal	Scott Sefton		5-22-00
RAC	Rick Buy <i>DB</i>		6-2-00
Accounting	Rick Causey		5-22-00
Executive	Jeff Skilling		

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