



Kenneth L. Lay
Chairman and
Chief Executive Officer

Enron Corp.
P.O. Box 1188
Houston, TX 77251-1188
713-853-6773
Fax 713-853-5313
kenneth.lay@enron.com

Lee
10-31-01

October 29, 2001

Elaine Overturf
Enron Corp.
1400 Smith Street
Houston, TX 77002

**Re: Sale of 147,770 shares of Enron Corp. to Company for Repayment of
\$2,275,000 LOC through October 26, 2001**

Dear Elaine:

Attached is stock certificate **HC215288** in the amount of 146,754 shares of Enron Corp. The remaining 1,016 shares will be delivered via DTC from JP Morgan Securities to the Enron Omnibus Account **#HS-54630EN** at UBS Paine Webber. Please refer to the attached letter addressed to John Carr at JP Morgan.

Please call Sherrie Gibson at **713/630-0103** should you have any questions.

Sincerely,

CC: Pam Butler
Joanne Cortez
Sherrie Gibson

W. F. Foye
Rebecca Train - EB1934A Wrong Check
Shelley Pierson - EB1980
Dennis Ernst - EB4239A

EC38648B0050027

Endless possibilities.™

GOVERNMENT
EXHIBIT
2409

Crim. No. H-04-25 (S-2)