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2001

ELAINE V. OVERTURF

September 4, 2001

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

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

Re: Sale of **112,706** shares of Enron Corp. to Company for repayment of
\$4,000,000 LOC plus accrued interest through August 30, 2001

Dear Elaine:

Attached are stock certificates **HC 160378** in the amount of **79,945** shares of Enron Corp., **HC 225320** in the amount of **17,767** shares of Enron Corp., and **HC 225321** in the amount of **20,000** shares of Enron Corp. to be used to repay the line of credit as of August 30, 2001. Please reissue a stock certificate in the amount of **5,006** shares for the over-delivered shares.

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

Will be used as Partial ~~payment~~ ^{delivery} for 114,346 Shares Sold
Sincerely, to Enron on 9-4-01

Per Sherri Gibson
9-5-01

CC: Pam Butler
Joanne Cortez
Sherrie Gibson

EC38648B0050150

Endless possibilities.™

GOVERNMENT
EXHIBIT
2446

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