



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

October 24, 2001

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

Re: Sale of 76,995 shares of Enron Corp. to Company for repayment of
\$1,500,000 LOC through October 23, 2001.

Dear Elaine:

The 76,995 share of Enron Corp. will be delivered via DTC from JP
Morgan Securities to the Enron Omnibus Account at Paine Webber. Please refer
to the attached letter addressed to John Carr.

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

Sincerely,

A handwritten signature in black ink, appearing to read "Kenneth L. Lay", with a stylized flourish at the end.

cc: Pam Butler
Joanne Cortez
Sherrie Gibson

Endless possibilities.™

EC38648B0050097

GOVERNMENT
EXHIBIT
4083
Crim. No. H-04-25 (S-2)