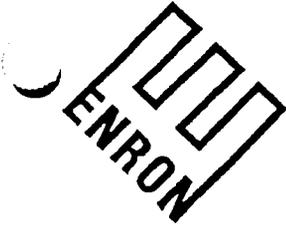


Interoffice
Memorandum
Confidential Communications



To: Jeff Skilling

From: Jordan Mintz *Jordan*

Department: Enron Global Finance - Legal

Subject: **Company Approvals for Transactions with LJM**

Date: May 22, 2001

One of the internal procedures we have in place for monitoring Enron's transactions with LJM for arm's-length dealings and "fairness" is an internal approval sheet (similar to the DASH). Such approval sheet, which summarizes (1) the nature of the transactions and its terms, (2) other options considered by Enron, and (3) disclosure obligations, if any, by the Company, is signed by Global Finance Legal, Accounting, and RAC. Accounting and RAC, particularly, require the signatures of Rick Causey and Rick Buy. Such approval sheet also provides for your signature.

All required sign-offs for the 2000 transactions have been recently completed. In discussing our arranging for your signature with Rick Causey and Rick Buy, it was decided to provide you with all finalized approvals in aggregate--rather than in a piecemeal fashion—and we are now ready to do so.

To that end, I will arrange to get on your schedule to assist you in this regard; alternatively, I can send such approval sheets to you as a package and you can then sign at your convenience. In the interim, please let me know if you have any questions or comments. I may be reached at x37897.

Thanks for your time.

Cc: Rick Buy
Rick Causey

ASF_CW_000923

Respect
Form 000-469-1 (7/92)

Integrity

Communication

Excellence