

NationsBank
Private Banking
P. O. Box 2518
Houston, TX 77252-2518

Tel 713 247-8000
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NationsBank

November 22, 1994

Mr. Kenneth L. Lay
Chairman and Chief Executive Officer
Enron Corp.
1400 Smith Street
Houston, Texas 77002

RE: Revolving Loans from NationsBank of Texas, N.A. ("Lender") to
Kenneth L. Lay and Linda P. Lay ("Borrower")

Dear Ken:

Per your request, NationsBank of Texas, N.A. is pleased to provide a \$7.5 million increase to your existing \$8 million credit facility which is guaranteed by KLL & LPL Investments, Ltd. This new \$15.5 million credit facility may be used for any purpose other than to purchase margin stock.

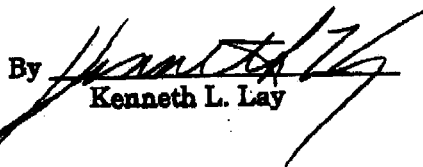
This increase will require some modifications to the existing documents dated August 23, 1994. By signing this letter below, you agree to pay attorney fees incurred to modify the existing documents to reflect the increase in the credit facility described above. Closing is expected during the week of December 5, 1994.


Thank you very much for choosing to expand your relationship with us.

AGREED AND ACCEPTED THIS 22 DAY OF NOVEMBER, 1994.

"Borrower"

"Lender"

By 
Kenneth L. Lay

By 
James H. Shelton
Vice President

USA

Official Sponsor
1994/1998

Member FDIC

** TOTAL PAGE.02 **

GOVERNMENT
EXHIBIT

1005

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

ETF-2096F-000103

BOA/FBI/LAY: 27019