

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS

IN RE ENRON CORP. SECURITIES
DERIVATIVE & "ERISA" LITIGATION

MDL-1446

United States Courts
Southern District of Texas
ENTERED

APR 8 2005

Michael N. Milby, Clerk of Court

This Document Relates to
MARK NEWBY, ET AL.

Plaintiffs,

v.

ENRON CORP., ET AL.

Defendants.

CIVIL ACTION NO. H-01-3624
AND CONSOLIDATED CASES

ROBERT A. BELFER, ET AL.,

Third-Party Plaintiffs,

v.

ASSOCIATED ELECTRIC & GAS
INSURANCE SERVICES, LTD.,
ENERGY INSURANCE MUTUAL, LTD.

Third-Party Defendants,

and

FEDERAL INSURANCE COMPANY,
ET AL.,

Third-Party Defendants.

FEDERAL INSURANCE COMPANY,
ET AL.,

Third-Party Counterclaim Plaintiffs,

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ORDER GRANTING MOTION TO WITHDRAW AND SUBSTITUTE

On December 6, 2004, Nickens Keeton Lawless Farrell & Flack, LLP, filed an Opposition to Preliminary Injunction, Motion to Dismiss or Stay Interpleader and Motion to Compel Arbitration on behalf of Kevin Hannon. However, Nickens Keeton Lawless Farrell & Flack, LLP does not represent Mr. Hannon for the purpose of opposing the preliminary injunction, or for the purpose of seeking to dismiss or stay the interpleader. Instead, Mr. Hannon will be represented by:

Stephen J. Crimmins
PEPPER HAMILTON, LLP
600 14th Street, N.W.
Washington, D.C. 20005
(202) 220-1200
(202) 220-1665 (Fax)

Accordingly, to prevent prejudice of Mr. Hannon's opposition to the interpleader, Mr. Hannon requests that the opposition filed by Nickens Keeton Lawless Farrell & Flack, LLP be withdrawn and that the attached Opposition to Preliminary Injunction, Motion to Dismiss or Stay Interpleader and Motion to Compel Arbitration be substituted in its place.

Signed on this 7th day of April, 2004.



The Honorable Melinda Harmon
United States District Judge

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FOR THE SOUTHERN DISTRICT OF TEXAS

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FILED

DEC - 7 2004

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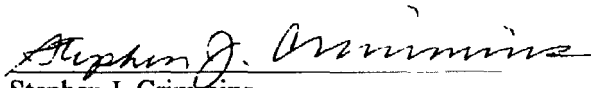
**KEVIN P. HANNON'S OPPOSITION TO PRELIMINARY INJUNCTION,
MOTION TO DISMISS OR STAY INTERPLEADER
AND MOTION TO COMPEL ARBITRATION**

Kevin P. Hannon opposes the preliminary injunction requested by the outside directors in their First Amended Complaint for Contract Enforcement and Injunctive Relief Regarding D&O Policy Proceeds. In support of this position, Mr. Hannon adopts and incorporates the arguments and authorities set forth in 1) Defendant Jeffrey K. Skilling's Brief in Opposition to Preliminary Injunction and 2) Third-Party Counterclaim Defendant Ken L. Harrison's Opposition to Application for Preliminary Injunction. In further support of his opposition to preliminary injunction and in support of his Motion to Dismiss or Stay Interpleader and Motion to Compel, Mr. Hannon adopts and incorporates the facts, arguments and authorities set forth in Third-Party Counterclaim Defendants Shelby, Yeager, Howard and Krautz's Opposition to Motion for Preliminary Injunction, Motion to Dismiss or Stay Interpleader, and Motion to Compel Arbitration, and Memorandum in Support. Mr. Hannon also adopts and incorporates the arguments and authorities set forth in Kenneth L. Lay's Motion to Dismiss Third-Party Interpleader Counterclaim and Former Outside Directors' "Counterclaim," for Lack of Jurisdiction.

Wherefore, for the reasons stated and incorporated herein, Kevin P. Hannon respectfully requests that the Court 1) deny the requested preliminary injunction, 2) dismiss or stay the interpleader action and 3) compel arbitration of the disputes regarding the Enron Corporation Directors and Officers insurance policies.

Date: December 7, 2004

Respectfully submitted,



Stephen J. Crimmins
Admission No. 31454
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600 Fourteenth Street, N.W.
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(202) 220-1200

Attorney for Kevin P. Hannon