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SEP 16 2003

Michael N. Milby, Clerk

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re ENRON CORPORATION
LITIGATION

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§

Civil Action No. H-01-3624
(Consolidated)

This Document Relates To:

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CLASS ACTION

MARK NEWBY, et al., Individually and
On Behalf of All Other Similarly Situated

§
§

Plaintiffs,

§
§

vs.

§
§

ENRON CORP., et al.,

§
§

Defendants.

§
§

THE REGENTS OF THE UNIVERSITY
OF CALIFORNIA, et al., Individually and
On Behalf of All Others Similarly Situated,

§
§
§

Plaintiffs,

§
§

vs.

§
§

KENNETH L. LAY, JEFFREY K.
SKILLING, ANDREW S. FASTOW,
RICHARD A. CAUSEY,
JAMES V. DERRICK, JR., et al.

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**THE OUTSIDE DIRECTOR DEFENDANTS' RESPONSE TO IMPERIAL COUNTY
EMPLOYEES RETIREMENT SYSTEM'S AND IHC HEALTH PLANS, INC.'S
MOTION TO INTERVENE UNDER FED. R. CIV. P. 24(b)(2)**

Defendants Robert A. Belfer, Norman P. Blake, Jr., Ronnie C. Chan, John H. Duncan, Joe
H. Foy, Wendy L. Gramm, Robert K. Jaedicke, Charles A. LeMaistre, John Mendelsohn, Jerome J.
Meyer, Frank Savage, John Wakeham, Charls E. Walker, and Herbert S. Winokur, Jr. (collectively,

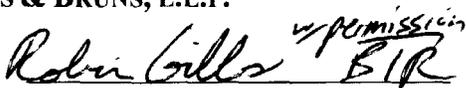
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the “Outside Directors”), by their undersigned counsel, respectfully submit this Response to Imperial County Employees Retirement System’s and IHC Health Plans, Inc’s (collectively, the “Movants”) Motion to Intervene Under Fed. R. Civ. P. 24(b)(2):

Movants purport to bring claims under § 12(a)(2) of the Securities Act of 1933, § 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. *See* Motion at 1, n.1. Though Movants do not specifically claim to do so, the Outside Directors object to the proposed intervention to the extent, if any, it purports to reassert § 10(b), Rule 10b-5, or any other claims previously dismissed by this Court. Those claims have been dismissed against the Outside Directors and the Court has prohibited parties from re-asserting them. *See Newby v. Enron Corp.*, C.A. No. 01-3624 (S.D. Tex. July 11, 2003) Order at 4 (“IN ALL AMENDED PLEADINGS, COUNSEL SHALL NOT REITERATE ALLEGATIONS OR ARGUMENTS PREVIOUSLY REJECTED BY THIS COURT IN RULINGS ON MOTIONS TO DISMISS THE CONSOLIDATED COMPLAINTS.”) (emphasis in original).

Respectfully submitted,

GIBBS & BRUNS, L.L.P.

By: 

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MENDELSON, JEROME MEYER, CHARLS E. WALKER,
JOHN WAKEHAM, AND HERBERT WINOKUR, JR.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been served by electronic posting to
www.ESL3624.com on this 16th day of September, 2003.


Robin C. Gibbs