United States Courts
Southern District of Texas
FILED
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Michael N. Milby, Clerk

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

MARK NEWBY, et al., Individually and On Behalf of All Others Similarly Situated,	§	C.A. No. H-01-3624
	§	**(Consolidated)**
Plaintiffs,	§	
	§	CLASS ACTION
v.	§	
	§	
ENRON CORP., et al.	§	
	§	
Defendants.	§	
	§	
	§	

DEFENDANT KEN L. HARRISON'S
MOTION FOR LIMITED RECONSIDERATION
OF THE COURT'S ORDER OF JANUARY 8, 2002

AND

RESPONSE TO AMALGAMATED BANK'S
SUPPLEMENTAL BRIEF IN RESPONSE
TO THE COURT'S JANUARY 8, 2002 MEMORANDUM AND ORDER

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TO THE HONORABLE COURT:

COMES NOW, Defendant KEN L. HARRISON, and files this, his Motion for Limited Reconsideration of the Court's Order of January 8, 2002 and Response to Amalgamated Bank's Supplemental Brief in Response to the Court's January 8, 2002 Memorandum and Order, and would respectfully show the Court as follows:

1. For the reasons stated in the Outside Directors' Motion for Limited Reconsideration and Response to Amalgamated Bank's Supplemental Brief, Defendant Ken L. Harrison ("Harrison") respectfully requests that this Court reconsider in part Judge Rosenthal's Order of January 8, 2002 and deny Plaintiffs' motion to lift the automatic stay of discovery under the Private Securities Litigation Reform Act ("PSLRA"), 15 USC § 78u-4(b)(3)(B). Harrison joins the Outside Directors' Motion and Response, with the exception of Section II.B, which addresses matters beyond the narrow scope of the Court's current inquiry.

2. Harrison writes separately only to emphasize that he is similarly situated to the Outside Directors for purposes of this Response. Harrison is an inside Director because of his long and exemplary association with Portland General Electric Company ("PGE"), an Oregon utility that Enron Corp. ("Enron") purchased in 1997. Harrison had no involvement in the day-to-day operations of Enron, and plaintiffs have not alleged otherwise. Nor have plaintiffs alleged that Harrison had any involvement in proposing or structuring the offshore entities that are the exclusive basis for this discovery request.

3. Discovery is stayed pursuant to PSLRA until defendants have had the opportunity to challenge the sufficiency of the complaint through a motion to dismiss. *Id.* The discovery stay may be lifted only if the Court concludes "that particularized discovery is necessary to preserve evidence or to prevent undue prejudice." *Id.* Plaintiffs bear the burden of demonstrating that one or both of those "extraordinary circumstances" is present here. *In re Carnegie Int'l Corp. Securities Litigation*, 107 F. Supp. 2d 676, 684 (D. Md. 2000) (denying the plaintiffs' motion to lift discovery stay).

4. Plaintiffs have failed to meet that burden with respect to Harrison. Despite the Court's clear direction to "distinguish among the individual defendants on the basis of their current activities or present or future risk of asset concealment or dissipation" (Order of January 8, 2002 at 40), plaintiffs have made no specific allegations about Harrison's activities, with the exception of the allegation that he and 28 other defendants sold Enron stock at a profit. By itself, that allegation has nothing to do with the "present or future risk of asset concealment or dissipation" and, accordingly, is irrelevant to plaintiffs' motion.

5. The only allegations in plaintiffs' brief and accompanying declaration that may be relevant focus on a discrete group of Enron officers: Messrs. Lay, Skilling, Fastow, and Pai. In this respect, plaintiffs' brief and declaration mimic their original Application for Temporary Restraining Order and accompanying materials. Plaintiffs' tactic is transparent: they make specific allegations about those defendants whom they deem most culpable and then seek broad discovery against *all* defendants based on those allegations. Judge Rosenthal specifically rejected that tactic and required plaintiffs to distinguish among the individual defendants for purposes of this motion. Plaintiffs' failure to follow Judge Rosenthal's instruction amounts to a tacit admission that, despite a lengthy pre-discovery investigation "by a team of investigators, forensic accountants, and lawyers,"[1] they have no basis whatsoever for a good-faith allegation that Harrison or any of the Outside Directors have attempted or will attempt to secrete assets. This is a fishing expedition, pure and simple.

6. As discussed in the Outside Directors' response, plaintiffs vague and conclusory allegations would be an insufficient basis for discovery against Harrison and the Outside Directors in an ordinary civil action. The fact that this case is subject to the discovery limitations of PSLRA only makes plaintiffs' failure more acute and obvious. For the reasons stated in

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[1] Declaration of G. Paul Howes in Support of Amalgamated Bank's Third Ex Parte Application for Particularized Expedited Discovery from Defendant Andersen and Defendant CEO Lay to Preserve Evidence, January 22, 2002, at ¶ 2.

Sections I and II.A. of the Outside Directors' Motion and Response and this Memorandum, Harrison respectfully requests that this Court deny plaintiffs' request to lift the stay of discovery and grant the Outside Directors' Motion for Limited Reconsideration.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served on all counsel of record via certified mail, return receipt requested, on this 8th day of February, 2002:

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