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CENTERPOINT ENERGY INC
Form U5B
December 02, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

FORM U5B
JOINT REGISTRATION STATEMENT

Filed Pursuant to Section 5 of the
Public Utility Holding Company Act of 1935

CenterPoint Energy, Inc.
Utility Holding, LLC

Name of Registrants
Name, Title and Address of Officer to Whom Notices
And Correspondence Concerning This Statement Should Be Addressed

Rufus S. Scott
Vice President, Deputy General Counsel and Assistant Corporate Secretary
CenterPoint Energy, Inc.
1111 Louisiana
Houston, TX 77002

Glossary of Defined Terms

1935 Act Application	Application/Declaration of Reliant Energy, Incorporated and CenterPoint Energy, Inc. Under the Public Utility Holding Company Act of 1935, as amended (File No. 070-09895), (as amended and restated by Amendment No. 7, filed with the Commission on July 5, 2002, and as further amended by Amendment No. 8, filed with the Commission on October 11, 2002)
Act	Public Utility Holding Company Act of 1935, as amended
CenterPoint	CenterPoint Energy, Inc.
Commission	Securities and Exchange Commission

REGISTRATION STATEMENT

1. Exact Name of Registrants: CenterPoint Energy, Inc.
Utility Holding, LLC(1)

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2. Address of Principal Executive Offices:

CenterPoint Energy, Inc. is located at: 1111 Louisiana, Houston,
Texas 70002

Utility Holding, LLC is located at: 200 West Ninth Street Plaza,
Suite 411
Wilmington, Delaware 19801

3. Name and address of Chief Accounting Officer: James S. Brian, Senior Vice
President and Chief Accounting Officer, CenterPoint Energy, Inc.,
1111 Louisiana, Houston, Texas 70002

4. Certain information as to the registrant and each subsidiary:

See Schedule 4.1 hereto.

(1) Utility Holding, LLC was created solely as a special-purpose entity for tax efficiency purposes, so many of the requests for information herein are not applicable. Utility Holding, LLC is being registered to comply with the technical requirements of the Act, but the responses herein do not specifically address Utility Holding, LLC except where information is otherwise provided for CenterPoint's subsidiaries.

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BUSINESS

5. (a) The general character of the business done by the registrant and its subsidiaries, separated as between the holding companies, public utility subsidiaries (as defined in the Act) and the various non-utility subsidiaries.

Information regarding the general business of CenterPoint and its subsidiaries can be found in the following documents which were previously filed with the Commission: the Current Report on Form 8-K filed by CenterPoint on September 13, 2002 (File No. 1-31447), the Quarterly Report on Form 10-Q filed by CenterPoint on November 14, 2002 (File No. 1-31447), the Current Report on Form 8-K/A (Amendment No. 1) filed by CenterPoint Energy Houston Electric, LLC on September 6, 2002 (File No. 1-3187), the Quarterly Report on Form 10-Q filed by CenterPoint Energy Houston Electric, LLC on November 14, 2002 (File No. 1-3187), Item 1 of the Annual Report on Form 10-K/A (Amendment No. 1) of Reliant Energy Resources Corp., filed on July 15, 2002 (File No. 1-13265), the Quarterly Report on Form 10-Q filed by CenterPoint Energy Resources Corp. on November 14, 2002 (File No. 1-13265), and the 1935 Act Application, all of which are incorporated by reference herein.

(b) Any substantial changes which may have occurred in the general character of the business of such companies during the preceding five years.

Information regarding any substantial changes which may have occurred in the general character of the business of CenterPoint and its subsidiaries during the past five years may be found in the Registration Statement on Form S-4/A (Amendment No. 1) filed by CenterPoint Energy, Inc. on November 5, 2001 (File No. 333-69502), the Current Report on Form 8-K filed by CenterPoint on September 13, 2002

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(File No. 1-31447), the Quarterly Report on Form 10-Q filed by CenterPoint on November 14, 2002 (File No. 1-31447), the Current Report on Form 8-K/A (Amendment No. 1) filed by CenterPoint Energy Houston Electric, LLC on September 6, 2002 (File No. 1-3187), the Quarterly Report on Form 10-Q filed by CenterPoint Energy Houston Electric, LLC on November 14, 2002 (File No. 1-3187), the Quarterly Report on Form 10-Q filed by CenterPoint Energy Resources Corp. on November 14, 2002 (File No. 1-13265), Item 1 of the Annual Report on Form 10-K/A (Amendment No. 1) of Reliant Energy Resources Corp., filed on July 15, 2002 (File No. 1-13265), Item 1 of the Annual Report on Form 10-K of Reliant Energy Resources Corp., filed on March 22, 2001 (File No. 1-13265), Item 1 of the Annual Report on Form 10-K of Reliant Energy Resources Corp., filed on March 17, 2000 (File No. 1-13265), Item 1 of the Annual Report on Form 10-K of Reliant Energy Resources Corp., filed on March 19, 1999 (File No. 1-13265), Item 1 of the Annual Report on Form 10-K of Reliant Energy Resources Corp., filed on March 24, 1998 (File No. 1-13265), and the 1935 Act Application, all of which are incorporated by reference herein.

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PROPERTY

6. Describe briefly the general character and location of the principal plants, properties, and other important physical units of the registrant and its subsidiaries, showing separately (a) public utility and (b) other properties. If any principal plant or important unit is not held in fee, so state and describe how held.

See the Quarterly Report on Form 10-Q filed by CenterPoint on November 14, 2002 (File No. 1-31447), Item 2 of the Annual Report on Form 10-K/A (Amendment No. 1) of Reliant Energy Resources Corp., filed on July 15, 2002 (File No. 1-13265), the Quarterly Report on Form 10-Q filed by CenterPoint Energy Resources Corp. on November 14, 2002 (File No. 1-13265), and the 1935 Act Application, all of which are incorporated by reference herein.

INTERSTATE TRANSACTIONS

7. For each public utility company in the holding company system of the registrant which is engaged in the transmission of electric energy or gas in interstate commerce, furnish the following information for the last calendar year:

Reliant Energy HL&P has on file with the Federal Energy Regulatory Commission its FERC Form 1 (provided as Exhibit G-1 hereto under cover of Form SE). Reliant Energy Gas Transmission Company has on file with the Federal Regulatory Commission its FERC Form No. 2 (provided as Exhibit G-6 hereto under cover of Form SE). In addition, the Mississippi River Transmission Corporation has on file with the Federal Regulatory Commission its FERC Form No. 2 (provided as Exhibit G-7 hereto under cover of Form SE).

SECURITIES OUTSTANDING

8. Submit the following information concerning the registrant and each subsidiary thereof as of the latest available date:

FUNDED DEBT

- (a) For each issue or series of funded debt, including funded debt secured

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by liens on property owned, whether or not such debt has been assumed:
(Do not include here any contingent liabilities reported under
paragraph 8(c)).

See Schedule 8.1 hereto.

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CAPITAL STOCK

(b) For each class of capital stock including certificates of beneficial interest give information in number of shares and in dollar amounts:
(Do not include here any warrants, options, or other securities reported under paragraph 8(d)).

See Schedule 8.2 hereto. In addition, a description of CenterPoint's common stock and associated rights to purchase its Series A preferred stock can be found in CenterPoint's Current Report on Form 8-K filed with the Commission on September 3, 2002 (File No. 333-69502).

CONTINGENT LIABILITIES

(c) A brief outline of the nature and amount of each contingent liability on account of endorsement or other guarantees of any securities.

Information regarding contingent liabilities of CenterPoint and its subsidiary companies can be found in the following documents, all of which are incorporated by reference herein: Note 10 to the consolidated financial statements of the Annual Report on Form 10-K/A (Amendment No. 1) of Reliant Energy Resources Corp. filed on July 15, 2002 (File No. 1-13265), the Quarterly Report on Form 10-Q filed by CenterPoint Energy Resources Corp. on November 14, 2002 (File No. 1-13265), Note 14 to the consolidated financial statements in the Annual Report on Form 10-K/A (Amendment No. 1) of Reliant Energy, Incorporated (filed July 5, 2002) (File No. 1-3187), and Schedule 8.1 hereto.

OTHER SECURITIES

(d) A statement of the amount of warrants, rights, or options and of any class of securities of the registrant and subsidiary companies not elsewhere herein described which is outstanding and/or authorized. A brief description of the provisions thereof should be included. Information need not be set forth under this item as to notes, drafts, bills of exchange or bankers' acceptances which mature within nine months.

Information with respect to the Reliant Energy, Incorporated Savings Plan, the CenterPoint Energy, Inc. Long-Term Incentive Compensation Plan (formerly the Houston Industries Incorporated Long-Term Incentive Compensation Plan), the CenterPoint Energy, Inc. 1994 Long-Term Incentive Compensation Plan (formerly the Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan), and the CenterPoint Energy, Inc. Stock Plan for Outside Directors (formerly the Houston Industries Incorporated Stock Plan for Outside Directors) can be found in the Post-Effective Amendment No. 5 (on Form S-8) to the Form S-4 Registration Statement No. 333-11329 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Additional information with respect to the CenterPoint Energy, Inc. 1994 Long-Term Incentive Compensation Plan (formerly the

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Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan) can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-98271 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Information with respect to the Reliant Energy, Incorporated Supplemental Stock Plan for Outside Directors can be found in the Post-

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Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-38188 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Information with respect to the CenterPoint Energy, Inc. Common Stock Participation Plan for Designated New Employees and Non-Officer Employees (formerly the Reliant Energy, Incorporated Common Stock Participation Plan for Designated New Employees and Non-Officer Employees) can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-49333 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Information with respect to the Long-Term Incentive Plan of CenterPoint Energy, Inc. (formerly the Long-Term Incentive Compensation Plan of Reliant Energy, Incorporated) can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-60260 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Information with respect to the employee stock options assumed by Houston Lighting & Power Company (renamed Houston Industries Incorporated) pursuant to the Agreement and Plan of Merger dated as of August 11, 1996, as amended, by and among Houston Industries Incorporated, Houston Lighting & Power Company, HI Merger, Inc. and Noram Energy Corp. can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-32413 of Reliant Energy, Incorporated (filed September 6, 2002 by CenterPoint Energy, Inc.).

In addition, see Schedule 8.3 hereto for information regarding CenterPoint Energy Resources Corp.'s Term Enhanced Remarketable Securities and the issuance of Zero-Premium Exchangeable Subordinated Notes by CenterPoint. See also Schedule 8.4 hereto for information on the amounts of classes of securities of CenterPoint and its subsidiaries which are authorized but unissued or unutilized.

INVESTMENTS IN SYSTEM SECURITIES

9. Give a tabulation showing principal amount, par or stated value, the cost to the system company originally acquiring such security, and the number of shares or units, of each security described under Item 8 that is held by the registrant and by each subsidiary company thereof as the record (or beneficial) owner, and the amount at which the same are carried on the books of each such owner. This information should be given as of the same date as the information furnished in Item 8.

See Schedule 9.1 hereto. CenterPoint will provide supplemental information regarding book value and foreign subsidiaries within thirty days of the date of this filing.

INVESTMENTS IN OTHER COMPANIES

10. Give a tabulation showing all investment of the registrant and each subsidiary thereof in holding companies and in public utility companies which are not subsidiary companies of the registrant. Also, show all other investments of the registrant and each subsidiary thereof in the securities of any other enterprise, if the book value of the investment in any such enterprise exceeds 2% of the total debit accounts shown on the balance

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sheet of the company owning investment or an amount in excess of \$25,000 (whichever amount is the lesser). Give the principal amount and number of shares or units and the

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cost of each issue of such securities to the system company originally acquiring such security, and the amount at which the same are carried on the books of the owner. List all such securities pledged as collateral for loans or other obligations and identify loans and obligations for which pledged. This information should be given as of the same date as the information furnished in Item 8.

See Schedule 10.1 hereto.

INDEBTEDNESS OF SYSTEM COMPANIES

11. List each indebtedness of the registrant and of each subsidiary company thereof (other than indebtedness reported under Item 8, but as of the same date) where the aggregate debt owed by any such company to any one person exceeds \$25,000 or an amount exceeding 2% of the total of the debit accounts shown on the balance sheet of the debtor (whichever amount is the lesser) but not including any case in which such aggregate indebtedness is less than \$5,000, and give the following additional information as to each such indebtedness:

(a) Debts owed to associate companies as of September 30, 2002.

See Schedule 11.1 hereto.

(b) Debts owed to others as of September 30, 2002.

See Schedule 8.1 hereto.

PRINCIPAL LEASES

12. Describe briefly the principal features of each lease (omitting oil and gas leases) to which the registrant or any subsidiary company thereof is a party, which involves rental at an annual rate of more than \$50,000 or an amount exceeding 1% of the annual gross operating revenue of such party to said lease during its last fiscal year (whichever of such sums is the lesser) but not including any lease involving rental at a rate of less than \$5,000 per year.

See Schedule 12.1 hereto.

SECURITIES SOLD

13. If, during the last five years, the registrant or any subsidiary company thereof has issued, sold, or exchanged either publicly or privately any securities having a principal amount, par, stated or declared value exceeding \$1,000,000 or exceeding an amount equal to 10% of the total liabilities as shown by the balance sheet of issuer at the time such issue (whichever of such sums is the lesser), give the following information with respect to each such issue or sale:

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See Schedule 13.1 hereto. In addition, under various benefit plans additional securities may be purchased from CenterPoint from time to time. See Item 8(d) herein.

AGREEMENTS FOR FUTURE DISTRIBUTION OF SECURITIES

14. (a) Summarize the terms of any existing agreement to which the registrant or any associate or affiliate company thereof is a party or in which any such company has a beneficial interest with respect to future distributions of securities of the registrant or of any subsidiary.

As noted in Item 8(d) herein, information with respect to the Reliant Energy, Incorporated Savings Plan, the CenterPoint Energy, Inc. Long-Term Incentive Compensation Plan (formerly the Houston Industries Incorporated Long-Term Incentive Compensation Plan), the CenterPoint Energy, Inc. 1994 Long-Term Incentive Compensation Plan (formerly the Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan), and the CenterPoint Energy, Inc. Stock Plan for Outside Directors (formerly the Houston Industries Incorporated Stock Plan for Outside Directors) can be found in the Post-Effective Amendment No. 5 (on Form S-8) to the Form S-4 Registration Statement No. 333-11329 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Additional information with respect to the CenterPoint Energy, Inc. 1994 Long-Term Incentive Compensation Plan (formerly the Reliant Energy, Incorporated 1994 Long-Term Incentive Compensation Plan) can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-98271 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Information with respect to the Reliant Energy, Incorporated Supplemental Stock Plan for Outside Directors can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-38188 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Information with respect to the CenterPoint Energy, Inc. Common Stock Participation Plan for Designated New Employees and Non-Officer Employees (formerly the Reliant Energy, Incorporated Common Stock Participation Plan for Designated New Employees and Non-Officer Employees) can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-49333 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Information with respect to the Long-Term Incentive Plan of CenterPoint Energy, Inc. (formerly the Long-Term Incentive Compensation Plan of Reliant Energy, Incorporated) can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-60260 of Reliant Energy, Incorporated (filed September 4, 2002 by CenterPoint Energy, Inc.). Information with respect to the employee stock options assumed by Houston Lighting & Power Company (renamed Houston Industries Incorporated) pursuant to the Agreement and Plan of Merger dated as of August 11, 1996, as amended, by and among Houston Industries Incorporated, Houston Lighting & Power Company, HI Merger, Inc. and Noram Energy Corp. can be found in the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-32413 of Reliant Energy, Incorporated (filed September 6, 2002 by CenterPoint Energy, Inc.). In addition, information about the Investor's Choice Plan, a program whereby current holders of CenterPoint's common stock and CenterPoint's first mortgage bonds are permitted to purchase and sell shares of CenterPoint common stock directly through the plan, can be found in the Prospectus filed on Form 424b3 by CenterPoint on November 19, 2002 (File No. 333-68290-99).

- (b) Describe briefly the nature of any financial interest (other than the ownership of securities acquired as a dealer for the purpose of

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resale) which any person with whom such agreement exists, has in the registrant or in any associate company thereof.

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The beneficiaries of the employee benefit plans referred to above may be deemed to have a financial interest in the registrant or affiliated companies thereof by virtue of their employment relationship with the registrant or such other companies and compensation and benefit agreements and other arrangements relating to such employment.

TWENTY LARGEST HOLDERS OF CAPITAL STOCKS

15. As of a recent date (indicating such date for each class) give the following information with respect to the holders of each class of stock and/or certificates of beneficial interest of the registrant:

(a) The twenty largest registered holders of common stock of CenterPoint, as of September 30, 2002.

See Schedule 15.1.

(b) Number of shareholders of record each holding 1,000 shares or more, and aggregate number of shares so held.

As of September 30, 2002, there were 8,877 shareholders of record holding 1,000 shares or more, for a total of 292,224,726 shares.

(c) Number of shareholders of record each holding less than 1,000 shares, and aggregate number of shares so held.

As of September 30, 2002, there were 59,266 shareholders of record holding less than 1,000 shares, for a total of 12,110,731 shares.

OFFICERS, DIRECTORS AND EMPLOYEES

16. (a) Positions and Compensation of Officers and Directors. Give name and address of each director and officer (including any person who performs similar functions) of the registrant, of each subsidiary company thereof, and of each mutual service company which is a member of the same holding company system. Opposite the name of each such individual give the title of every such position held by him and briefly describe each other employment of such individual by each such company.

Each director of CenterPoint who is not an employee receives an annual retainer of \$30,000, paid in quarterly installments. Each director also receives \$1,200 for each meeting attended. In November 2002, the Board of Directors also authorized an additional retainer for the director serving as the non-executive chairman of the board during the period from October 2002 through September 2004. The chairman will receive an additional retainer of \$25,000 per month during that period and also will be rewarded a total of 20,000 shares of common stock.

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Additional information is set forth in the Current Report on Form

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8-K filed by CenterPoint on September 13, 2002 (File No. 1-31447), and the Current Report on Form 8-K filed by CenterPoint on October 1, 2002 (File No. 1-31447), each of which is incorporated by reference herein.

State the present rate of compensation on an annual basis for each director whose aggregate compensation from all such companies exceeds \$1,000 per year, and of each officer whose aggregate compensation from such companies is at the rate of \$20,000 or more per year. In the event any officer devotes only part of his time to a company or companies in the system this fact should be indicated by appropriate footnote. Such compensation for such part time should be computed on an annual rate and if such annual rate exceeds \$20,000 the actual compensation as well as annual rate should also be reported.

Compensation of the executive and senior officers of CenterPoint are set forth on Schedule 16.1, for which confidential treatment is requested.

16. (b) Compensation of Certain Employees. As to regular employees of such companies who are not directors or officers of any one of them, list the name, address, and aggregate annual rate of compensation of all those who receive \$20,000 or more per year from all such companies.

This information can only be compiled by CenterPoint by incurring unreasonable effort because a large proportion of the employees of CenterPoint and its subsidiaries receive an annual rate of compensation of \$20,000 or more per year.

16. (c) Indebtedness to System Companies. As to every such director, trustee or officer as aforesaid, who is indebted to any one of such companies, or on whose behalf any such company has now outstanding and effective any obligation to assume or guarantee payment of any indebtedness to another, and whose total direct and contingent liability to such company exceeds the sum of \$1,000, give the name of such director, trustee, or officer, the name of such company, and describe briefly the nature and amount of such direct and contingent obligations.

CenterPoint maintains an appliance loan program through which all employees are allowed to purchase certain appliances on an interest-free basis, subject to paying a five percent up-front administrative charge. Although some officers of CenterPoint and its subsidiaries have loans under this program, no senior or executive officer has a loan under this program.

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16. (d) Contracts. If any such director, trustee, or officer as aforesaid: (1) has an existing contract with any such company (exclusive of an employment contract which provides for no compensation other than that set forth in paragraph (a) of this Item); or, (2) either individually or together with the members of his immediate family, owns, directly or indirectly, 5% or more of the voting securities of any third person with whom any such company has an existing contract; or, (3) has any other beneficial interest in an existing contract to which any such company is a party; describe briefly the nature of such contract, the names of the parties thereto, the terms thereof, and the interest of such officer, trustee, or director therein.

Not applicable.

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16. (e) Banking Connections. If any such director, trustee, or officer is an executive officer, director, partner, appointee, or representative of any bank, trust company, investment banker, or banking association or firm, or of any corporation a majority of whose stock having the unrestricted right to vote for the election of directors, is owned by any bank, trust company, investment banker, or banking association or firm, state the name of such director or officer, describe briefly such other positions held by him and indicate which of the rules under Section 17(c) authorizes the registrant and subsidiary companies of which he is a director or officer to retain him in such capacity.

Not applicable.

INTERESTS OF TRUSTEES IN SYSTEM COMPANIES

17. Describe briefly the nature of any substantial interest which any trustee under indentures executed in connection with any outstanding issue of securities of the registrant or any subsidiary thereof, has in either the registrant or such subsidiary, and any claim which any such trustee may have against registrant or any subsidiary; provided, however, that it shall not be necessary to include in such description any evidences of indebtedness owned by such trustee which were issued pursuant to such an indenture.

To the knowledge of CenterPoint, there is no substantial interest of any trustee under indentures executed in connection with any outstanding issue of securities.

SERVICE, SALES, AND CONSTRUCTION CONTRACTS

18. As to each service, sales, or construction contract (as defined in paragraphs (19) to (21) of Section 2(a) of the Act) which the registrant and any subsidiary company thereof has had in effect within the last three months, describe briefly the nature of such contract, the name and address of the parties thereto, the dates of execution and expiration, and the compensation to be paid thereunder. Attach typical forms of any such contracts as an exhibit to this registration statement. If the other party to any such contract is a

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mutual service company or a subsidiary service company which is a member of the same holding company system as the registrant and as to which the Commission has made a favorable finding in accordance with Rule 13-22, specific reference may be made to the application or declaration filed by such company pursuant to Rule 13-22 and no further details need be given as to such contracts.

Note: This item is intended to apply to service, sales or construction contracts within the scope of Section 13. It is not intended to apply to any contracts for purchase of power or gas or ordinary contracts for materials and supplies, printing, etc., made with non-affiliates.

See Schedule 18.1 hereto.

LITIGATION

19. Describe briefly any existing litigation of the following descriptions, to which the registrant or any subsidiary company thereof is a party,

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or of which the property of the registrant or any such subsidiary company is the subject, including the names of the parties and the court in which such litigation is pending:

- (1) Proceedings to enforce or to restrain enforcement of any order of a State commission or other governmental agency;
- (2) Proceedings involving any franchise claimed by any such company;
- (3) Proceedings between any such company and any holder, in his capacity as such, of any funded indebtedness or capital stock issued, or guaranteed by such company, or between any such company and any officer thereof;
- (4) Proceedings in which any such company sues in its capacity as owner of capital stock or funded indebtedness issued or guaranteed by any other company; and
- (5) Each other proceeding in which the matter in controversy, exclusive of interest and costs, exceeds an amount equal to 2% of the debit accounts shown on the most recent balance sheet of such company.

Information regarding litigation involving CenterPoint and its subsidiary companies is incorporated by reference to the following documents previously filed with the Commission: Item 3 of the Annual Report on Form 10-K/A of Reliant Energy, Incorporated for the year ended December 31, 2001 (Amendment No. 1), filed on July 5, 2002 (File No. 1-3187), as well as Notes 4, 14(f), 14(g) and 21 to the consolidated financial statements in such Annual Report, the Quarterly Report on Form 10-Q filed by CenterPoint on November 14, 2002 (File No. 1-31447), the Current Report on Form 8-K filed by CenterPoint on September 13, 2002 (File No. 1-31447), Item 3 of the Annual Report on Form 10-K/A (Amendment No. 1) of Reliant Energy Resources Corp., filed on July 15, 2002

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(File No. 1-13265), as well as Notes 10(c) and 10(d) to the consolidated financial statements in such Annual Report, and the Quarterly Report on Form 10-Q filed by CenterPoint Energy Resources Corp. on November 14, 2002 (File No. 1-13265).

EXHIBITS

EXHIBIT A. Furnish a corporate chart showing graphically relationships existing between the registrant and all subsidiary companies thereof as of the same date as the information furnished in the answer to Item 8. The chart should show the percentage of each class voting securities of each subsidiary owned by the registrant and by each subsidiary company.

See Exhibit A hereto.

EXHIBIT B. With respect to the registrant and each subsidiary company thereof, furnish a copy of the charter, articles of incorporation, trust agreement, voting trust agreement, or other fundamental document of organization, and a copy of its bylaws,

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rules, and regulations, or other instruments corresponding thereto. If such documents do not set forth fully the rights, priorities, and preferences of the holders of each class of capital stock described in the answer to Item 8(b) and those of the holders of any warrants, options or other securities described in the answer to Item 8(d), and of any limitations on such rights, there shall also be included a copy of each certificate, resolution, or other document establishing or defining such rights and limitations. Each such document shall be in the amended form effective at the date of filing the registration statement or shall be accompanied by copies of any amendments to it then in effect.

The documents required by this exhibit are being filed with the Commission under cover of Form SE.

EXHIBIT C. (a) With respect to each class of funded debt shown in the answers to Items 8(a) and 8(c), submit a copy of the indenture or other fundamental document defining the rights of the holders of such security, and a copy of each contract or other instrument evidencing the liability of the registrant or a subsidiary company thereof as endorser or guarantor of such security. Include a copy of each amendment of such document and of each supplemental agreement, executed in connection therewith. If there have been any changes of trustees thereunder, such changes, unless otherwise shown, should be indicated by notes on the appropriate documents. No such indenture or other document need be filed in connection with any such issue if the total amount of securities that are now, or may at any time hereafter, be issued and outstanding thereunder does not exceed either \$1,000,000 or an amount equal to 10% of the total of the debit accounts shown on the most recent balance sheet of the registrant or subsidiary company which issued or guaranteed such securities or which is the owner of

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property subject to the lien of such securities, whichever of said sums is the lesser.

See Exhibit C hereto. Such indentures or other fundamental documents that have not previously been filed with the Commission are being filed in connection herewith under separate cover of Form SE, for which confidential treatment is requested.

(b) As to each outstanding and uncompleted contract or agreement entered into by registrant or any subsidiary company thereof relating to the acquisition of any securities, utility assets (as defined in section 2(a)(18) of the Act), or any other interest in any business, submit a copy of such contract or agreement and submit details of any supplementary understandings or arrangements that will assist in securing an understanding of such transactions.

Not applicable to CenterPoint or its utility subsidiaries.

EXHIBIT D. A consolidating statement of income and surplus of the registrant and its subsidiary companies for its last fiscal year ending prior to the date of filing this registration statement, together with a consolidating balance sheet of the registrant and its subsidiary companies as of the close of such fiscal

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year.

See Exhibit D hereto.

EXHIBIT E.

For each public utility company and natural gas producing and pipe line property in the holding company system of the registrant, furnish the following maps (properties of associate companies operating in contiguous or nearby areas may be shown on the same map, provided property and service areas of each company are shown distinctively), provided that all maps shall be filed in paper under cover of Form SE (Section 259.603) if submitted by an electronic filer.

- (1) Map showing service area in which electric service is furnished, indicating the names of the companies serving contiguous areas.
- (2) Electric system map showing location of electric property (exclusive of local distribution lines) owned and/or operated, and information as follows:
 - (a) Generating plants - kind and capacity;
 - (b) Transmission lines - voltage, number of circuits, kind of supports, kind and size of conductors;
 - (c) Transmission substations - capacity;
 - (d) Distribution substation - capacity; and
 - (e) Points of interconnection with all other electric utility companies and with all electrical enterprises operated by municipal or governmental agencies, giving names of such companies and enterprises.
- (3) Map showing service area in which gas service is furnished, indicating the names of companies serving contiguous areas; and
- (4) Gas system map showing location of gas property (exclusive of low pressure local distribution lines) owned and/or operated, and information as follows:
 - (a) Generating plants - kind and daily capacity;
 - (b) Holders - kind and capacity;
 - (c) Compressor stations - capacity in horsepower;
 - (d) Transmission pipe lines - size, approximate average transmission pressure and the estimated daily delivery capacity of the system;
 - (e) Points of interconnection with all other private and public gas utilities, pipe lines, or producing enterprises; giving names of such companies and other enterprises; and
 - (f) General location and outline of gas producing and reserve areas and diagrammatic location of gathering lines.

The following maps are being filed with the Commission under cover of Form SE:

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1. Cities in Minnesota served by CenterPoint Energy Minnegasco (filed herewith as Exhibit E-1 on Form SE).
2. CenterPoint Energy, Interstate Gas Transmission and Field Services Pipeline Systems, last edited November 22, 2002 (filed herewith as Exhibit E-2 on Form SE).
3. CenterPoint Energy, Areas Served by Arkansas, Louisiana, Mississippi, Oklahoma, Texas (filed herewith as Exhibit E-3 on Form SE).
4. Service Area Map, Houston, Texas, of CenterPoint Energy Houston Electric (filed herewith as Exhibit E-4 on Form SE).

EXHIBIT F. Furnish an accurate copy of each annual report for the last fiscal year ending prior to the date of the filing of this registration statement, which the registrant and each subsidiary company thereof has previously submitted to its stockholders. For companies for which no reports are submitted the reason for omission should be indicated; provided that electronic filers shall submit such reports in paper format only under cover of Form SE.

The Annual Report on Form 10-K/A of Reliant Energy, Incorporated for the year ended December 31, 2001 (Amendment No. 1) (filed July 5, 2002) (File

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No. 1-3187) and the Annual Report on Form 10-K/A of Reliant Energy Resources Corp. for the year ended December 31, 2001 (Amendment No. 1) (filed July 15, 2002) (File No. 1-13265) are incorporated herein by reference.

EXHIBIT G. Furnish a copy of each annual report that the registrant and each public utility subsidiary company thereof shall have filed with any State Commission having jurisdiction to regulate public utility companies for the last fiscal year ending prior to the date of filing this registration statement. If any such company shall have filed similar reports with more than one such State Commission, the registrant need file a copy of only one of such reports provided that notation is made of such fact, giving the names of the different commissions with which such report was filed, and setting forth any differences between the copy submitted and the copies filed with such other commissions. In the event any company submits an annual report to the Federal Power Commission but not to a State commission, a copy of such report should be furnished. In the case of a registrant or any public utility subsidiary company for which no report is appended the reasons for such omission should be indicated such as "No such reports required or filed;" provided that electronic filers shall submit such reports in paper format only under cover of Form SE.

The following reports are being filed with the Commission under cover of Form SE:

1. FERC Form No. 1: Annual Report of Major Electric Utilities, Licensees and Others, filed by Reliant Energy HL&P for the

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year ending December 31, 2001 (filed herewith as Exhibit G-1 on Form SE).

2. 2001 Operating Reports for the State of Oklahoma Submitted by Reliant Energy Arkla (filed herewith as Exhibit G-2 on Form SE).
3. Annual Report Pursuant to PURA Sec. 39.257 of Reliant Energy HL&P for the year ended December 31, 2001 - Revision No. 2 (filed herewith as Exhibit G-3 on Form SE).
4. 2001 Annual Report to the Arkansas Public Service Commission for Reliant Energy Arkla (filed herewith as Exhibit G-4 on Form SE).
5. 2001 Annual Report to the Louisiana Public Service Commission for Reliant Energy Arkla (filed herewith as Exhibit G-5 on Form SE).
6. FERC Form No. 2: Annual Report of Major Natural Gas Companies, filed by Reliant Energy Gas Transmission Company for the year ending December 31, 2001 (filed herewith as Exhibit G-6 on Form SE).

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7. FERC Form No. 2: Annual Report of Major Natural Gas Companies, filed by Mississippi River Transmission Corporation for the year ending December 31, 2001 (filed herewith as Exhibit G-7 on Form SE).
8. Gas Utilities 2001 Distribution Annual Report to the Railroad Commission of Texas for Reliant Energy Arkla (filed herewith as Exhibit G-8 on Form SE).
9. 2001 Annual Report to the Louisiana Public Service Commission for Reliant Energy - Entex (filed herewith as Exhibit G-9 on Form SE).
10. 2001 Annual Reports of the Mississippi Transmission Operations and Mississippi Distribution Operations for Reliant Energy - Entex (filed herewith as Exhibit G-10 on Form SE).
11. Gas Utilities 2001 Distribution Annual Report to the Railroad Commission of Texas for Reliant Energy - Entex (filed herewith as Exhibit G-11 on Form SE).
12. 2001 Gas Company Jurisdictional Annual Report to the State of Minnesota Department of Commerce for Reliant Energy Minnegasco (filed herewith as Exhibit G-12 on Form SE).

EXHIBIT H. Typical forms of service, sales, or construction contracts described in answer to Item 18.

A form of the Service Agreement was filed as Attachment G-12 to the 1935 Act Application, and is incorporated herein by reference.

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This registration statement is comprised of:

- (a) Pages numbered 1 to 18 consecutively.
- (b) The following Schedules: the schedules shown on the attached Schedule Index
- (c) The following Exhibits: the exhibits shown on the attached Exhibit Index.

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant has caused this registration statement to be duly signed on its behalf in the City of Houston and State of Texas on the 2nd day of December, 2002.

CENTERPOINT ENERGY, INC.

By: /s/ RUFUS S. SCOTT

Name: Rufus S. Scott
Title: Vice President, Deputy General
Counsel and Assistant Corporate
Secretary

Attest:

/s/ RICHARD DAUPHIN

Name: Richard Dauphin
Title: Assistant Secretary

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VERIFICATION

State of Texas
County of Harris

The undersigned being duly sworn deposes and states that he has duly executed the attached Joint Registration Statement dated December 2, 2002 for and on behalf of CenterPoint Energy, Inc. and Utility Holding, LLC; that he is the Vice President, Deputy General Counsel and Assistant Corporate Secretary of CenterPoint Energy, Inc. (Utility Holding, LLC's parent company); and that all action taken by stockholders, directors, and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: /s/ RUFUS S. SCOTT

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Name: Rufus S. Scott
Title: Vice President, Deputy General
Counsel and Assistant Corporate
Secretary

Subscribed and sworn to before me, a notary public this 2nd day of December,
2002.

/s/ JUNE M. BRADEN

My commission expires 4/18/05

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INDEX OF SCHEDULES
TO REGISTRATION STATEMENT ON FORM U5B OF CENTERPOINT ENERGY, INC. AND
UTILITY HOLDING, LLC

SCHEDULE NO.	DESCRIPTION
Schedule 4.1	CenterPoint Energy, Inc. Parent-Subsidiary Chart
Schedule 8.1	Description of Funded Debt
Schedule 8.2	Description of CenterPoint Energy, Inc.'s and Subsidiaries' Capital Stock
Schedule 8.3	Description of CenterPoint Energy Resource Corp.'s Term Enhanced Remarketable Securities and CenterPoint Energy, Inc.'s Zero Premium Exchangeable Subordinated Notes
Schedule 8.4	Amounts of Classes of Securities of CenterPoint, Inc. and Subsidiaries Authorized (but Unissued or Unutilized)
Schedule 9.1	Investments in CenterPoint Energy, Inc. System Securities
Schedule 10.1	Investments in Companies Not Subsidiary Companies of CenterPoint Energy, Inc.
Schedule 11.1	Debts Owed to Associate Companies as of September 30, 2002
Schedule 12.1	Principal Leases of CenterPoint Energy, Inc. Subsidiaries
Schedule 13.1	Certain Securities Sold by CenterPoint Energy, Inc. and Subsidiaries
Schedule 15.1	20 Largest Registered Holders of CenterPoint Energy, Inc. Common Stock
Schedule 16.1	Compensation of Senior and Executive Officers (filed under separate cover with the Commission in connection herewith; confidential treatment requested)
Schedule 18.1	Information on Corporate Services, Support Services and Information Technology Services Charged to Certain Subsidiaries for Third Quarter 2002

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INDEX OF EXHIBITS TO REGISTRATION STATEMENT ON FORM U5B OF CENTERPOINT ENERGY, INC. AND UTILITY HOLDING, LLC

EXHIBIT NO.	DESCRIPTION
Exhibit A	CenterPoint Energy, Inc. Corporate Chart
Exhibit B-1	Organizational Documents of CenterPoint Energy, Inc. (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-2	Organizational Documents of Utility Holding, LLC (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-3	Organizational Documents of CenterPoint Energy Houston Electric, LLC (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-4	Organizational Documents of Texas Genco Holdings, Inc. (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-5	Organizational Documents of Texas Genco LP, LLC (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-6	Organizational Documents of Texas Genco GP, LLC (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-7	Organizational Documents of Texas Genco, LP (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-8	Organizational Documents of CenterPoint Energy Resources Corp. (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-9	Organizational Documents of ALG Gas Supply Company (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-10	Organizational Documents of Allied Materials Corporation (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-11	Organizational Documents of Arkansas Louisiana Finance Corporation (filed with the Commission in connection herewith under cover of Form SE)
Exhibit B-12	Organizational Documents of Arkla Industries Inc. (filed with the Commission in connection herewith under cover of Form SE)

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- Exhibit B-13 Organizational Documents of Arkla Products Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-14 Organizational Documents of Blue Jay Gas Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-15 Organizational Documents of CenterPoint Energy Alternative Fuels, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-16 Organizational Documents of Entex Gas Marketing Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-16A Organizational Documents of CenterPoint Energy Gas Receivables, LLC (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-17 Organizational Documents of CenterPoint Energy Gas Resources Corp. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-18 Organizational Documents of Entex NGV, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-19 Organizational Documents of Entex Oil & Gas Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-20 Organizational Documents of CenterPoint Energy - Illinois Gas Transmission Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-21 Organizational Documents of Industrial Gas Supply Corporation (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-22 Organizational Documents of Intex, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-23 Organizational Documents of Louisiana Unit Gas Transmission Company (filed with the Commission in connection herewith under cover of Form SE)
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- Exhibit B-24 Organizational Documents of Minnesota Intrastate Pipeline Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-25 Organizational Documents of CenterPoint Energy - Mississippi River Transmission Corporation (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-26 Organizational Documents of CenterPoint Energy MRT Holdings, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-27 Organizational Documents of CenterPoint Energy MRT

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- Services Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-28 Organizational Documents of CenterPoint Energy Gas Marketing Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-29 Organizational Documents of National Furnace Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-30 Organizational Documents of NorAm Financing I (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-31 Organizational Documents of NorAm Utility Services, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-32 Organizational Documents of CenterPoint Energy Consumer Group, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-33 Organizational Documents of CenterPoint Energy Field Services, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-34 Organizational Documents of CenterPoint Energy Field Services Holdings, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-35 Organizational Documents of CenterPoint Energy Gas Processing, Inc. (filed with the Commission in connection herewith under cover of Form SE)
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- Exhibit B-36 Organizational Documents of Reliant Energy Funds Management, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-37 Organizational Documents of CenterPoint Energy Gas Transmission Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-38 Organizational Documents of CenterPoint Energy Hub Services, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-39 Organizational Documents of CenterPoint Energy Intrastate Holdings, LLC (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-40 Organizational Documents of Pine Pipeline Acquisition Company, LLC (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-41 Organizational Documents of CenterPoint Energy Pipeline Services, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-42 Organizational Documents of CenterPoint Energy OQ, LLC

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(filed with the Commission in connection herewith under cover of Form SE)

- Exhibit B-43 Organizational Documents of CenterPoint Energy Marketing, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-44 Organizational Documents of CenterPoint Energy Retail Interests, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-45 Organizational Documents of CenterPoint Energy Trading and Transportation Group, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-46 Organizational Documents of Unit Gas Transmission Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-47 Organizational Documents of United Gas, Inc. (filed with the Commission in connection herewith under cover of Form SE)

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- Exhibit B-48 Organizational Documents of HL&P Capital Trust I (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-49 Organizational Documents of HL&P Capital Trust II (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-50 Organizational Documents of HL&P Receivables, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-51 Organizational Documents of Houston Industries Energy (UK), Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-52 Organizational Documents of Houston Industries FinanceCo GP, LLC (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-53 Organizational Documents of Houston Industries FinanceCo LP (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-54 Organizational Documents of CenterPoint Energy Funding Company (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-55 Organizational Documents of NorAm Energy Corp. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-56 Organizational Documents of REI Trust I (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-57 Organizational Documents of REI Trust II (filed with the Commission in connection herewith under cover of Form SE)

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- Exhibit B-58 Organizational Documents of Reliant Energy FinanceCo II GP, LLC (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-59 Organizational Documents of Reliant Energy FinanceCo II LP (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-60 Organizational Documents of Reliant Energy FinanceCo III GP, LLC (filed with the Commission in connection herewith under cover of Form SE)
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- Exhibit B-61 Organizational Documents of Reliant Energy FinanceCo III LP (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-62 Organizational Documents of Reliant Energy FinanceCo IV GP, LLC (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-63 Organizational Documents of Reliant Energy FinanceCo IV LP (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-64 Organizational Documents of Reliant Energy Investment Management, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-65 Organizational Documents of CenterPoint Energy Power Systems, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-66 Organizational Documents of CenterPoint Energy Products, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-67 Organizational Documents of CenterPoint Energy Properties, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-68 Organizational Documents of CenterPoint Energy Tegco, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-69 Organizational Documents of CenterPoint Energy Management Services, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-70 Organizational Documents of Reliant Energy Thermal Systems (Delaware), Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-71 Organizational Documents of Northwind Houston L.P. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-72 Organizational Documents of CenterPoint Energy District Cooling, LLC (filed with the Commission in connection herewith under cover of Form SE)

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- Exhibit B-73 Organizational Documents of CenterPoint Energy Transition Bond Company, LLC (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-74 Organizational Documents of Reliant Energy Water, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-75 Organizational Documents of Utility Rail Services, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-76 Organizational Documents of CenterPoint Energy International, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-77 Organizational Documents of Reliant Energy Brazil Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-78 Organizational Documents of Reliant Energy Brazil Tiete Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-79 Organizational Documents of Reliant Energy Brazil Ventures Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-80 Organizational Documents of Reliant Energy Holdings Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-81 Organizational Documents of CenterPoint Energy International II, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-82 Organizational Documents of HIE Ford Heights, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-83 Organizational Documents of HIE Fulton, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-84 Organizational Documents of Reliant Energy India, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-85 Organizational Documents of Reliant Energy Rain, Inc. (filed with the Commission in connection herewith under cover of Form SE)

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- Exhibit B-86 Organizational Documents of CenterPoint Energy International Holdings, LLC (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-87 Organizational Documents of Reliant Energy Salvador

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Holding Company Ltd. (filed with the Commission in connection herewith under cover of Form SE)

- Exhibit B-88 Organizational Documents of CenterPoint Energy International Services, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-89 Organizational Documents of CenterPoint Energy Light, Inc. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-90 Organizational Documents of Reliant Energy Cayman Holdings Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-91 Organizational Documents of Reliant Energy Argentina S.A. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-92 Organizational Documents of Reliant Energy Argener S.A. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-93 Organizational Documents of Reliant Energy Argentine Holdings Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-94 Organizational Documents of Reliant Energy Opco S.A. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-95 Organizational Documents of Reliant Energy Cayman Investments Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-96 Organizational Documents of Reliant Energy Cayman Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-97 Organizational Documents of Reliant Energy Cayman Acquisitions Ltd. (filed with the Commission in connection herewith under cover of Form SE)
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- Exhibit B-98 Organizational Documents of Reliant Energy Outsource Ltd. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-99 Organizational Documents of Venus Generation El Salvador (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit B-100 Organizational Documents of Reliant Energy Santiago Del Estero, S.A. (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit C-1 References to Prior Filings with the Commission by Reliant Energy, Incorporated, CenterPoint Energy, Inc. and Certain Subsidiaries Whereby Indentures and Other Fundamental Documents Related to Funded Debt Were Filed

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- Exhibit C-2 Indentures and Other Fundamental Documents Related to Funded Debt Not Previously Filed with the Commission (filed under separate cover with the Commission in connection herewith; confidential treatment requested)
- Exhibit D Consolidating Statement of Income and Surplus of CenterPoint Energy, Inc. and Subsidiary Companies for Year Ended December 2001, with Consolidating Balance Sheet of CenterPoint Energy Inc. and its Subsidiaries as of December 31, 2001, on a pro forma basis
- Exhibit E-1 Map Showing Cities in Minnesota served by CenterPoint Energy Minnegasco (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit E-2 Map Showing CenterPoint Energy, Interstate Gas Transmission and Field Services Pipeline Systems, last edited November 22, 2002 (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit E-3 Map Showing CenterPoint Energy, Areas Served by Arkansas, Louisiana, Mississippi, Oklahoma, Texas (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit E-4 Service Area Map, Houston, Texas, of CenterPoint Energy Houston Electric (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-1 Federal Energy Regulatory Commission ("FERC") Form No. 1: Annual Report of Major Electric Utilities, Licensees and Others, filed by Reliant Energy HL&P for the year ending December 31,
- 28
- 2001 (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-2 2001 Operating Reports for the State of Oklahoma Submitted by Reliant Energy Arkla (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-3 Annual Report Pursuant to PURA Sec. 39.257 of Reliant Energy HL&P for the year ended December 31, 2001 - Revision No. 2 (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-4 2001 Annual Report to the Arkansas Public Service Commission for Reliant Energy Arkla (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-5 2001 Annual Report to the Louisiana Public Service Commission for Reliant Energy Arkla (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-6 FERC Form No. 2: Annual Report of Major Natural Gas Companies, filed by Reliant Energy Gas Transmission Company for the year ending December 31, 2001 (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-7 FERC Form No. 2: Annual Report of Major Natural Gas

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Companies, filed by Mississippi River Transmission Corporation for the year ending December 31, 2001 (filed with the Commission in connection herewith under cover of Form SE)

- Exhibit G-8 Gas Utilities 2001 Distribution Annual Report to the Railroad Commission of Texas for Reliant Energy Arkla (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-9 2001 Annual Report to the Louisiana Public Service Commission for Reliant Energy - Entex (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-10 2001 Annual Reports of the Mississippi Transmission Operations and Mississippi Distribution Operations for Reliant Energy - Entex (filed with the Commission in connection herewith under cover of Form SE)
- Exhibit G-11 Gas Utilities 2001 Distribution Annual Report to the Railroad Commission of Texas for Reliant Energy - Entex (filed with the Commission in connection herewith under cover of Form SE)

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- Exhibit G-12 2001 Gas Company Jurisdictional Annual Report to the State of Minnesota Department of Commerce for Reliant Energy Minnegasco (filed with the Commission in connection herewith under cover of Form SE)

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SCHEDULE 4.1

NAME OF COMPANY -----	ORGANIZATION -----
CENTERPOINT ENERGY, INC	Corporation
CenterPoint Energy, Inc.	Corporation
UTILITY HOLDING, LLC	LLC
CenterPoint Energy Houston Electric, LLC ("T&D Utility")	LLC
TEXAS GENCO HOLDINGS, INC	Corporation
Texas Genco LP, LLC	LLC
Texas Genco GP, LLC	LLC
Texas Genco, LP (99% interest owned by CenterPoint Energy, Inc.; 1% interest owned by Texas Genco GP, LLC)(2)	Limited Partnership
CENTERPOINT ENERGY RESOURCES CORP	Corporation
ALG Gas Supply Company	Corporation
Allied Materials Corporation	Corporation
Arkansas Louisiana Finance Corporation	Corporation
Arkla Industries Inc.	Corporation
Arkla Products Company	Corporation

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Blue Jay Gas Company	Corporation
CenterPoint Energy Alternative Fuels, Inc.	Corporation
Entex Gas Marketing Company	Corporation
CenterPoint Energy Gas Receivables, LLC	LLC
CenterPoint Energy Gas Resources Corp.	Corporation
Entex NGV, Inc.	Corporation
Entex Oil & Gas Co.	Corporation

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NAME OF COMPANY -----	ORGANIZATION -----
CenterPoint Energy - Illinois Gas Transmission Company	Corporation
Industrial Gas Supply Corporation	Corporation
Intex, Inc.	Corporation
Louisiana Unit Gas Transmission Company	Corporation
Minnesota Intrastate Pipeline Company	Corporation
CenterPoint Energy - Mississippi River Transmission Corporation	Corporation
CenterPoint Energy MRT Holdings, Inc.	Corporation
CenterPoint Energy MRT Services Company	Corporation
CenterPoint Energy Gas Marketing Company	Corporation
National Furnace Company	Corporation
NorAm Financing I	Statutory Business Trust
NorAm Utility Services, Inc.	Corporation
CenterPoint Energy Consumer Group, Inc.	Corporation
CenterPoint Energy Field Services, Inc.	Corporation
CenterPoint Energy Field Services Holdings, Inc.	Corporation
CenterPoint Energy Gas Processing, Inc.	Corporation
Reliant Energy Funds Management, Inc.	Corporation
CenterPoint Energy Gas Transmission Company	Corporation
CenterPoint Energy Hub Services, Inc.	Corporation
CenterPoint Energy Intrastate Holdings, LLC	LLC
Pine Pipeline Acquisition Company, LLC (81.4% interest)	LLC

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NAME OF COMPANY	ORGANIZATION
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CenterPoint Energy Pipeline Services, Inc.	Corporation
CenterPoint Energy OQ, LLC	LLC
OQ Partners, a general partnership (50% interest) CenterPoint Energy Marketing, Inc.	Partnership Corporation
CenterPoint Energy Retail Interests, Inc.	Corporation
CenterPoint Energy Trading and Transportation Group, Inc.	Corporation
Unit Gas Transmission Company	Corporation
United Gas, Inc.	Corporation
HL&P Capital Trust I	Statutory Business Trust
HL&P Capital Trust II	Statutory Business Trust
HL&P Receivables, Inc.	Corporation
Houston Industries Energy (UK), Inc	Corporation
Houston Industries FinanceCo GP, LLC	LLC
Houston Industries FinanceCo LP (99% interest owned by CenterPoint Energy, Inc.; 1% interest owned by Houston Industries FinanceCo GP, LLC)	Limited Partnership
CenterPoint Energy Funding Company	Corporation
NorAm Energy Corp.(2)	Corporation
REI Trust I	Statutory Business Trust

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NAME OF COMPANY -----	ORGANIZATION -----
REI Trust II	Statutory Business Trust
Reliant Energy FinanceCo II GP, LLC	LLC
Reliant Energy FinanceCo II LP (99% interest owned by CenterPoint Energy, Inc.; 1% interest owned by Reliant Energy FinanceCo II GP, LLC)	Limited Partnership
Reliant Energy FinanceCo III GP, LLC	LLC
Reliant Energy FinanceCo III LP (99% interest owned by CenterPoint Energy, Inc; 1% interest owned by Reliant Energy FinanceCo III GP, LLC)	Limited Partnership
Reliant Energy FinanceCo IV GP, LLC	LLC
Reliant Energy FinanceCo IV LP (99% interest owned by CenterPoint Energy, Inc.; 1% interest owned by Reliant Energy FinanceCo IV GP, LLC)	Limited Partnership
Reliant Energy Investment Management, Inc.	Corporation

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CenterPoint Energy Power Systems, Inc.	Corporation
CenterPoint Energy Products, Inc.	Corporation
CenterPoint Energy Properties, Inc.	Corporation
CenterPoint Energy Tegco, Inc.	Corporation
CenterPoint Energy Management Services, Inc.	Corporation
Reliant Energy Thermal Systems (Delaware), Inc.	Corporation
Northwind Houston L.P. (99% interest owned by CenterPoint Energy, Inc.; 1% owned by CenterPoint Energy District Cooling, L.L.C.)	Limited Partnership
CenterPoint Energy District Cooling, LLC (75% interest)	LLC
CenterPoint Energy Transition Bond Company, LLC	LLC
Reliant Energy Water, Inc.	Corporation
Utility Rail Services, Inc.	Corporation
UFI Services, Inc.	Corporation
CENTERPOINT ENERGY INTERNATIONAL, INC	Corporation
HI Energy Holdings I B.V.*	
Reliant Energy Brazil Ltd.*	

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NAME OF COMPANY -----	ORGANIZATION -----
HIE Brasil Rio Sul Ltda.*	
Reliant Energy International Brasil Ltda. (99.9%; 0.1% interest owned by Reliant Energy Brazil Tiete Ltd.)*	
Reliant Energy Brasil, Ltda. (99.9995% interest)*	
Reliant Energy Brazil Tiete Ltd.*	
Reliant Energy Brazil Ventures Ltd.*	
Reliant Energy Colombia Ltda. (99% interest; 1% interest owned by Reliant Energy International Holdings, LLC)*	
Reliant Energy Holdings Ltd.*	
CenterPoint Energy International II, Inc.	Corporation
HIE Ford Heights, Inc.	Corporation
HIE Fulton, Inc.	Corporation
Reliant Energy India, Inc.	Corporation
Reliant Energy Rain, Inc.	Corporation
Rain Calcining Limited (24.79% interest)**	
CenterPoint Energy International Holdings, LLC**	
Reliant Energy El Salvador, S.A. de C.V. (99% interest; 1% owned by Reliant Energy International, Inc.)*	
CenterPoint Energy International Services, Inc.*	
CenterPoint Energy Light, Inc.	Corporation
Reliant Energy Cayman Holdings Ltd.	Corporation
Reliant Energy Argentina S.A. (99% interest)	Corporation

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Reliant Energy Argener S.A. (51% interest owned by Reliant Energy Argentina S.A; 49% owned by Reliant Energy Argentine Holdings, Ltd.)**
 Reliant Energy Opco S.A. (99.94% interest held by Reliant Energy Argener S.A.; 0.06% owned by Security Holdings S.A. on behalf of Reliant Energy International, Inc.) Corporation

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NAME OF COMPANY -----	ORGANIZATION -----
Reliant Energy Argentine Holdings Ltd.	Corporation
Reliant Energy Cayman Investments Ltd.* Reliant Energy Cayman Ltd.* Reliant Energy Cayman Acquisitions Ltd.* Reliant Energy Outsource Ltd.* Venus Generation El Salvador (50% interest)*	
Reliant Energy Salvador Holding Company Ltd.* Reliant Energy Santiago del Estero, S.A. (99% interest held by Salvador Holding Company Ltd.; 1% owned by Security Holdings S.A. on behalf of Reliant Energy International, Inc.) Empresa Distribuidora de Electricidad de Santiago del Estero S.A ("EDESE") (90% interest; 10% owned by Provincia de Santiago del Estero (employees of EDESE through ESOP))** Worldwide Electric Holdings B.V.*	Corporation

* Entity is in the process of being dissolved.
 **Investment is in the process of being divested.

- (1) Special-purpose entity created solely for tax efficiency purposes.
- (2) All subsidiaries are 100% owned unless otherwise noted.

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SCHEDULE 8.1

FUNDED DEBT
 (as of September 30, 2002)

NAME OF OBLIGOR -----	TITLE OF ISSUE -----	AMOUNT AUTHORIZED -----
CenterPoint Energy Houston Electric, LLC (1)	Collateralized Medium-Term Notes, Series C, 6.50%	\$150,000,000

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(CEHE)	Due April 21, 2003 Secured by CEHE First Mortgage Bonds Obligor: CNP Not Assumed	
CenterPoint Energy, Inc. (CNP)	2.0% Zero-Premium Exchangeable Subordinated Notes (ZENS) Due September 15, 2029 Unsecured	999,999,943
CenterPoint Energy Houston Electric, LLC (1)	Brazos River Authority Collateralized Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1992A, 6.70% Due March 1, 2017 Secured by CEHE First Mortgage Bonds Obligor: CNP Not Assumed	43,820,000
CenterPoint Energy Houston Electric, LLC (1)	Brazos River Authority Collateralized Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1992B, 6.375% Due April 1, 2012 Secured by CEHE First Mortgage Bonds Obligor: CNP Not Assumed	33,470,000
CenterPoint Energy Houston Electric, LLC (1)	Brazos River Authority Collateralized Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1993, 5.60% Due December 1, 2017 Secured by CEHE First Mortgage Bonds Obligor: CNP Not Assumed	83,565,000
CenterPoint Energy Houston Electric, LLC (1)	Brazos River Authority Collateralized Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1995, 5.80% Due August 1, 2015 Secured by CEHE First Mortgage Bonds Obligor: CNP Not Assumed	91,945,000
CenterPoint Energy Houston Electric, LLC (1)	Brazos River Authority Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1997, 5.05% Due November 1, 2018 Secured by CEHE General Mortgage Bonds Obligor: CNP Not Assumed	50,000,000

NAME OF OBLIGOR	AMOUNT REACQUIRED BY ISSUER OR OBLIGOR AND AVAILABLE FOR RESALE	AMOUNT IN SINKING OR OTHER FUNDS OF ISSUER OR OBLIGOR	AMOUNT PLEDGED BY REGISTRANT AND EACH SUBSIDIARY	AGGR OWNED AND OTHER O
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CenterPoint Energy Houston Electric, LLC (1) (CEHE)	\$0	\$0	\$0
CenterPoint Energy, Inc. (CNP)	0	0	0
CenterPoint Energy Houston Electric, LLC (1)	0	0	0
CenterPoint Energy Houston Electric, LLC (1)	0	0	0
CenterPoint Energy Houston Electric, LLC (1)	0	0	0
CenterPoint Energy Houston Electric, LLC (1)	0	0	0
CenterPoint Energy Houston Electric, LLC (1)	0	0	0

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CenterPoint Energy Houston Electric, LLC (1)	Brazos River Authority Revenue Refunding Bonds (Houston Industries Incorporated Project) Series 1998A, 5.125% Due May 1, 2019 Secured by CEHE General Mortgage Bonds Obligor: CNP Not Assumed	100,000,000
CenterPoint Energy Houston Electric, LLC (1)	Brazos River Authority Revenue Refunding Bonds (Houston Industries Incorporated Project) Series 1998B, 5.125% Due November 1, 2020 Secured by CEHE General Mortgage Bonds Obligor: CNP Not Assumed	90,000,000
CenterPoint Energy Houston Electric, LLC (1)	Brazos River Authority Revenue Refunding Bonds (Houston Industries Incorporated Project) Series 1998C, 5.125% Due May 1, 2019 Secured by CEHE General Mortgage Bonds Obligor: CNP Not Assumed	100,000,000
CenterPoint Energy, Inc.	Brazos River Authority Revenue Refunding Bonds (Houston Industries Incorporated Project) Series 1998D, 4.90% Due October 1, 2015 Unsecured	68,700,000
CenterPoint Energy, Inc.	Brazos River Authority Revenue Refunding Bonds (Reliant Energy, Incorporated Project) Series 1999A, 5.375% Due April 1, 2019 Unsecured	100,000,000
CenterPoint Energy, Inc.	Brazos River Authority Revenue Refunding Bonds (Reliant Energy, Incorporated Project) Series 1999B, 5.20% Due December 1, 2018 Unsecured	100,000,000
CenterPoint Energy Houston Electric, LLC (1)	Gulf Coast Waste Disposal Authority Collateralized Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1992A, 6.375% Due April 1, 2012 Secured by CEHE General Mortgage Bonds Obligor: CNP Not Assumed	12,100,000
CenterPoint Energy Houston Electric, LLC (1)	Gulf Coast Waste Disposal Authority Collateralized Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1993, 4.90% Due December 1, 2003	16,600,000

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Secured by CEHE General Mortgage Bonds
 Obligor: CNP
 Not Assumed

CenterPoint Energy Houston Electric, LLC (1)		Gulf Coast Waste Disposal Authority Revenue Refunding Bonds (Reliant Energy, Incorporated Project)	19,200,000
CenterPoint Energy Houston Electric, LLC (1)	0	0	0
CenterPoint Energy Houston Electric, LLC (1)	0	0	0
CenterPoint Energy Houston Electric, LLC (1)	0	0	0
CenterPoint Energy, Inc.	0	0	0
CenterPoint Energy, Inc.	0	0	0
CenterPoint Energy, Inc.	0	0	0
CenterPoint Energy Houston Electric, LLC (1)	0	0	0

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CenterPoint Energy Houston Electric, LLC (1)	0	0	0
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CenterPoint Energy Houston Electric, LLC (1)	0	0	0
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Series 1999, 4.70%
Due January 1, 2011
Secured by CEHE General Mortgage Bonds
Obligor: CNP
Not Assumed

CenterPoint Energy Houston Electric, LLC (1)	Matagorda County Navigation District Number One Collateralized Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1992A, 6.70% Due March 1, 2027 Secured by CEHE First Mortgage Bonds Obligor: CNP Not Assumed	56,095,000
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CenterPoint Energy Houston Electric, LLC (1)	Matagorda County Navigation District Number One Collateralized Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1995, 5.80% Due October 15, 2015 Secured by CEHE First Mortgage Bonds Obligor: CNP Not Assumed	58,905,000
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CenterPoint Energy Houston Electric, LLC (1)	Matagorda County Navigation District Number One Revenue Refunding Bonds (Houston Lighting & Power Company Project) Series 1997, 5.125% Due November 1, 2028 Secured by CEHE General Mortgage Bonds Obligor: CNP Not Assumed	68,000,000
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CenterPoint Energy, Inc.	Matagorda County Navigation District Number One Revenue Refunding Bonds (Houston Industries Incorporated Project)	29,685,000
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	Series 1998A, 5.25%		
	Due November 1, 2029		
	Unsecured		
CenterPoint Energy, Inc.	Matagorda County Navigation District Number One Revenue Refunding Bonds (Houston Industries Incorporated Project) Series 1998B, 5.15%		75,000,000
	Due November 1, 2029		
	Unsecured		
CenterPoint Energy Houston Electric, LLC (1)	Matagorda County Navigation District Number One Revenue Refunding Bonds (Reliant Energy, Incorporated Project) Series 1999A, 5.25%		100,000,000
	Due June 1, 2026		
	Secured by CEHE General Mortgage Bonds		
	Obligor: CNP		
	Not Assumed		
CenterPoint Energy, Inc.	Matagorda County Navigation District Number One Revenue Refunding Bonds (Reliant Energy, Incorporated Project) Series 1999B, 5.95%		70,315,000
	Due May 1, 2030		
	Unsecured		
CenterPoint Energy, Inc.	Matagorda County Navigation District Number One Revenue Refunding Bonds (Reliant Energy, Incorporated Project) Series 1999C, 5.20%		75,000,000
	Due May 1, 2029		
	Unsecured		
CenterPoint Energy Houston Electric, LLC (1)		0	0
CenterPoint Energy Houston Electric, LLC (1)		0	0
CenterPoint Energy		0	0

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Houston Electric, LLC (1)

CenterPoint Energy, Inc. 0 0 0

CenterPoint Energy, Inc. 0 0 0

CenterPoint Energy
Houston Electric, LLC (1) 0 0 0

CenterPoint Energy, Inc. 0 0 0

CenterPoint Energy, Inc. 0 0 0

CenterPoint Energy Houston Electric, LLC	First Mortgage Bonds 9.15% Series Due March 15, 2021 Secured	160,000,000
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CenterPoint Energy Houston Electric, LLC	First Mortgage Bonds 8-3/4% Series Due March 1, 2022 Secured	100,000,000
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CenterPoint Energy Houston Electric, LLC	First Mortgage Bonds 7-3/4% Series Due March 15, 2023 Secured	250,000,000
CenterPoint Energy Houston Electric, LLC	First Mortgage Bonds 7-1/2% Series Due July 1, 2023 Secured	200,000,000
Reliant Energy FinanceCo II LP	Senior Notes 7.40% Due November 15, 2002 Not secured by liens on property	300,000,000
CenterPoint Energy Resources Corp.	Debentures, 8.90% Due December 15, 2006 Unsecured	150,000,000
CenterPoint Energy Resources Corp.	Convertible Subordinated Debentures, 6% Due March 15, 2012 (with annual sinking fund) Unsecured	130,000,000
CenterPoint Energy Resources Corp.	Debentures, 6-1/2% Due February 1, 2008 Unsecured	300,000,000
CenterPoint Energy Resources Corp.	Term Enhanced ReMarketable Securities (TERMS), 6-3/8% Due November 1, 2003 Unsecured	500,000,000
CenterPoint Energy Resources Corp.	Notes, 8.125% Due July 15, 2005 Unsecured	325,000,000
CenterPoint Energy Resources Corp.	Notes, 7.75% Due February 15, 2011 Unsecured	550,000,000
CenterPoint Energy Transition Bond Company, LLC	Transition Bonds Series 2001-1, Class A-1 Expected to mature serially 2002-2005 Secured by transition property	115,000,000
CenterPoint Energy Transition Bond Company, LLC	Transition Bonds Series 2001-1, Class A-2 Expected to mature serially 2005-2007 Secured by transition property	118,000,000
CenterPoint Energy Transition Bond Company, LLC	Transition Bonds Series 2001-1, Class A-3 Expected to mature serially 2007-2009 Secured by transition property	130,000,000
CenterPoint Energy Houston Electric, LLC	0	0

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CenterPoint Energy Houston Electric, LLC	0	0	0
CenterPoint Energy Houston Electric, LLC	0	0	0
CenterPoint Energy Houston Electric, LLC	0	0	0
Reliant Energy FinanceCo II LP	0	0	0
CenterPoint Energy Resources Corp.	0	0	0
CenterPoint Energy Resources Corp.	0	0	0
CenterPoint Energy Resources Corp.	0	0	0
CenterPoint Energy Resources Corp.	0	0	0
CenterPoint Energy Resources Corp.	0	0	0
CenterPoint Energy Transition Bond Company, LLC	0	0	0
CenterPoint Energy Transition Bond Company, LLC	0	0	0
CenterPoint Energy Transition Bond Company, LLC	0	0	0

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CenterPoint Energy Transition Bond Company, LLC	Transition Bonds Series 2001-1, Class A-4 Expected to mature serially 2009-2013 Secured by transition property		385,897,000
NorAm Financing I	Convertible Trust Originated Preferred Securities (Convertible TOPrS) Due June 30, 2026		150,000,000
HL&P Capital Trust I	Trust Preferred Securities Series A Due March 31, 2046		250,000,000
HL&P Capital Trust II	Capital Securities Series B Due February 1, 2037		100,000,000
REI Trust I	Trust Originated Preferred Securities Series C Due March 31, 2048		375,000,000
Texas Genco, LP	Kilman Note Payable		1,090,194
CenterPoint Energy, Inc.	Bank Facility Due October 10, 2002 Unsecured		4,300,000,000
CenterPoint Energy Houston Electric, LLC	Bank Facility Due October 10, 2002 Unsecured		400,000,000
CenterPoint Energy Resources Corp.	Bank Facility Due March 31, 2003 Unsecured		350,000,000
CenterPoint Energy Resources Corp.	Receivables Facility, 1.80% at 9/30/02 Due October 31, 2002 Secured if not deemed a sale		150,000,000
CenterPoint Energy Transition Bond Company, LLC		0	0
NorAm Financing I		0	0

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HL&P Capital Trust I	0	0	0
HL&P Capital Trust II	0	0	0
REI Trust I	0	0	0
Texas Genco, LP	0	0	0
CenterPoint Energy, Inc.	0	0	0
CenterPoint Energy Houston Electric, LLC	0	0	0
CenterPoint Energy Resources Corp.	0	0	0
CenterPoint Energy Resources Corp.	0	0	0

- (1) Obligation of CenterPoint Energy, Inc. was formerly an obligation of Reliant Energy, Incorporated, an electric utility, and is collateralized by mortgage bonds of CenterPoint Energy Houston Electric, LLC
- (2) Amount reflects bank loans having a weighted average interest rate of 5.36%, but not commercial paper supported by the bank facility or letters of credit obtained under the bank facility
- (3) Amount reflects bank loans having a weighted average interest rate of 5.40%, but not commercial paper supported by the bank facility
- (4) No bank loans were outstanding under the facility, but facility was utilized in the form of letters of credit aggregating approximately \$2.5 million

SCHEDULE 8.2

NAME OF ISSUER -----	TITLE OF ISSUE -----
CENTERPOINT ENERGY, INC.	Com. Stock

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CenterPoint Energy - Mississippi River Transmission Corporation	Com. Stock
CenterPoint Energy MRT Holdings, Inc.	Com. Stock

1

NAME OF ISSUER -----	TITLE OF ISSUE -----
CenterPoint Energy MRT Services Company	Com. Stock
CenterPoint Energy Gas Marketing Company	Com. Stock
National Furnace Company	Com. Stock
NorAm Financing I	N/A
NorAm Utility Services, Inc.	Com. Stock
CenterPoint Energy Consumer Group, Inc.	Com. Stock
CenterPoint Energy Field Services, Inc.	Com. Stock
CenterPoint Energy Field Services Holdings, Inc.	Com. Stock
CenterPoint Energy Gas Processing, Inc.	Com. Stock
Reliant Energy Funds Management, Inc.	Com. Stock
CenterPoint Energy Gas Transmission Company	Com. Stock
CenterPoint Energy Hub Services, Inc.	Com. Stock
CenterPoint Energy Intrastate Holdings, LLC	Com. Stock
Pine Pipeline Acquisition Company, LLC	Com. Stock
CenterPoint Energy Pipeline Services, Inc.	Com. Stock
CenterPoint Energy OQ, LLC	Com. Share
OQ Partners (a general partnership)	N/A
CenterPoint Energy Marketing, Inc.	Com. Stock
CenterPoint Energy Retail Interests, Inc.	Com. Stock
CenterPoint Energy Trading and Transportation Group, Inc.	Com. Stock
Unit Gas Transmission Company	Com. Stock
United Gas, Inc.	Com. Stock
HL&P Capital Trust I	N/A
HL&P Capital Trust II	N/A
HL&P Receivables, Inc.	Com. Stock
Houston Industries Energy (UK), Inc	Com. Stock
Houston Industries FinanceCo GP, LLC	Com. Shares
Houston Industries FinanceCo LP	N/A
NorAm Energy Corp.	Com. Stock
REI Trust I	N/A
REI Trust II	N/A.
Reliant Energy FinanceCo II GP, LLC	Com. Shares

NAME OF ISSUER -----	TITLE OF ISSUE -----
CenterPoint Energy MRT Services Company	Com. Stock
CenterPoint Energy Gas Marketing Company	Com. Stock
National Furnace Company	Com. Stock
NorAm Financing I	N/A
NorAm Utility Services, Inc.	Com. Stock
CenterPoint Energy Consumer Group, Inc.	Com. Stock

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CenterPoint Energy Field Services, Inc.	Com. Stock
CenterPoint Energy Field Services Holdings, Inc.	Com. Stock
CenterPoint Energy Gas Processing, Inc.	Com. Stock
Reliant Energy Funds Management, Inc.	Com. Stock
CenterPoint Energy Gas Transmission Company	Com. Stock
CenterPoint Energy Hub Services, Inc.	Com. Stock
CenterPoint Energy Intrastate Holdings, LLC	Com. Stock
Pine Pipeline Acquisition Company, LLC	Com. Stock
CenterPoint Energy Pipeline Services, Inc.	Com. Stock
CenterPoint Energy OQ, LLC	Com. Share
OQ Partners (a general partnership)	N/A
CenterPoint Energy Marketing, Inc.	Com. Stock
CenterPoint Energy Retail Interests, Inc.	Com. Stock
CenterPoint Energy Trading and Transportation Group, Inc.	Com. Stock
Unit Gas Transmission Company	Com. Stock
United Gas, Inc.	Com. Stock
HL&P Capital Trust I	N/A
HL&P Capital Trust II	N/A
HL&P Receivables, Inc.	Com. Stock
Houston Industries Energy (UK), Inc	Com. Stock
Houston Industries FinanceCo GP, LLC	Com. Shares
Houston Industries FinanceCo LP	N/A
NorAm Energy Corp.	Com. Stock
REI Trust I	N/A
REI Trust II	N/A.
Reliant Energy FinanceCo II GP, LLC	Com. Shares

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NAME OF ISSUER -----	TITLE OF ISSUE -----
Reliant Energy FinanceCo II LP	N/A
Reliant Energy FinanceCo III GP, LLC	Com. Shares
Reliant Energy FinanceCo III LP	N/A
Reliant Energy FinanceCo IV GP, LLC	Com. Shares
Reliant Energy FinanceCo IV LP	N/A
Reliant Energy Investment Management, Inc.	Com. Stock
CenterPoint Energy Power Systems, Inc.	Com. Stock
CenterPoint Energy Products, Inc.	Com. Stock
CenterPoint Energy Properties, Inc.	Com. Stock
CenterPoint Energy Tegco, Inc.	Com. Stock
CenterPoint Energy Management Services, Inc.	Com. Stock
Reliant Energy Thermal Systems (Delaware), Inc.	Com. Stock
Northwind Houston L.P.	N/A
CenterPoint Energy District Cooling, LLC	Com. Stock
CenterPoint Energy Transition Bond Company, LLC	Com. Stock
Reliant Energy Water, Inc.	Com. Stock
Utility Rail Services, Inc.	Com. Stock
UFI Services, Inc.	Com. Stock
CENTERPOINT ENERGY INTERNATIONAL, INC.	Com. Stock
HI Energy Holdings I B.V.*	Com. Stock
Reliant Energy Brazil Ltd.*	Com. Stock

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HIE Brasil Rio Sul Ltda.*	
Reliant Energy International Brasil Ltda. *	
Reliant Energy Brasil, Ltda. *	Com. Stock
Reliant Energy Brazil Tiete Ltd.*	Com. Stock
Reliant Energy Brazil Ventures Ltd.*	Com. Stock
Reliant Energy Colombia Ltda. *	Com. Stock
Reliant Energy Holdings Ltd.*	Com. Stock
CenterPoint Energy International II, Inc.	Com. Stock
HIE Ford Heights, Inc.	Com. Stock
HIE Fulton, Inc.	Com. Stock
Reliant Energy India, Inc.	Com. Stock
NAME OF ISSUER	TITLE OF
-----	ISSUE
Reliant Energy FinanceCo II LP	N/A
Reliant Energy FinanceCo III GP, LLC	Com. Shares
Reliant Energy FinanceCo III LP	N/A
Reliant Energy FinanceCo IV GP, LLC	Com. Shares
Reliant Energy FinanceCo IV LP	N/A
Reliant Energy Investment Management, Inc.	Com. Stock
CenterPoint Energy Power Systems, Inc.	Com. Stock
CenterPoint Energy Products, Inc.	Com. Stock
CenterPoint Energy Properties, Inc.	Com. Stock
CenterPoint Energy Tegco, Inc.	Com. Stock
CenterPoint Energy Management Services, Inc.	Com. Stock
Reliant Energy Thermal Systems (Delaware), Inc.	Com. Stock
Northwind Houston L.P.	N/A
CenterPoint Energy District Cooling, LLC	
CenterPoint Energy Transition Bond Company, LLC	Com. Stock
Reliant Energy Water, Inc.	Com. Stock
Utility Rail Services, Inc.	Com. Stock
UFI Services, Inc.	Com. Stock
CENTERPOINT ENERGY INTERNATIONAL, INC.	Com. Stock
HI Energy Holdings I B.V.*	Com. Stock
Reliant Energy Brazil Ltd.*	Com. Stock
HIE Brasil Rio Sul Ltda.*	
Reliant Energy International Brasil Ltda. *	
Reliant Energy Brasil, Ltda. *	Com. Stock
Reliant Energy Brazil Tiete Ltd.*	Com. Stock
Reliant Energy Brazil Ventures Ltd.*	Com. Stock
Reliant Energy Colombia Ltda. *	Com. Stock
Reliant Energy Holdings Ltd.*	Com. Stock
CenterPoint Energy International II, Inc.	Com. Stock
HIE Ford Heights, Inc.	Com. Stock
HIE Fulton, Inc.	Com. Stock
Reliant Energy India, Inc.	Com. Stock

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Reliant Energy Rain, Inc.	Com. Stock
Rain Calcining Limited **	
CenterPoint Energy International Holdings, LLC**	Com. Share
Reliant Energy El Salvador, S.A. de C.V. **	Com. Stock
CenterPoint Energy International Services, Inc.*	Com. Stock
CenterPoint Energy Light, Inc.	Com. Stock
Reliant Energy Cayman Holdings Ltd.	Com. Stock
Reliant Energy Argentina S.A.	Stock
Reliant Energy Argener S.A. **	Stock
Reliant Energy Opco S.A.	Stock
Reliant Energy Argentine Holdings Ltd.	Com. Stock
Reliant Energy Cayman Investments Ltd.*	Com. Stock
Reliant Energy Cayman Ltd.*	Com. Stock
Reliant Energy Cayman Acquisitions Ltd.*	Com. Stock
Reliant Energy Outsource Ltd.**	Com. Stock
Venus Generation El Salvador *	Com. Stock
Reliant Energy Salvador Holding Company Ltd.*	Com. Stock
Reliant Energy Santiago del Estero, S.A.	Com. Stock
Empresa Distribuidora de Electricidad de Santiago del Estero S.A.**	Stock
Worldwide Electric Holdings B.V.*	Stock

NAME OF ISSUER

TITLE OF ISSUE

Reliant Energy Rain, Inc.	Com. Stock
Rain Calcining Limited **	
CenterPoint Energy International Holdings, LLC**	Com. Share
Reliant Energy El Salvador, S.A. de C.V. **	Com. Stock
CenterPoint Energy International Services, Inc.*	Com. Stock
CenterPoint Energy Light, Inc.	Com. Stock
Reliant Energy Cayman Holdings Ltd.	Com. Stock
Reliant Energy Argentina S.A.	Stock
Reliant Energy Argener S.A. **	Stock
Reliant Energy Opco S.A.	Stock
Reliant Energy Argentine Holdings Ltd.	Com. Stock
Reliant Energy Cayman Investments Ltd.*	Com. Stock
Reliant Energy Cayman Ltd.*	Com. Stock
Reliant Energy Cayman Acquisitions Ltd.*	Com. Stock
Reliant Energy Outsource Ltd.**	Com. Stock
Venus Generation El Salvador *	Com. Stock
Reliant Energy Salvador Holding Company Ltd.*	Com. Stock
Reliant Energy Santiago del Estero, S.A.	Com. Stock
Empresa Distribuidora de Electricidad de Santiago del Estero S.A.**	Stock
Worldwide Electric Holdings B.V.*	Stock

* Entity is in the process of being dissolved.

** Investment is in the process of being divested.

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OTHER SECURITIES
 (as of September 30, 2002)

CenterPoint Energy Resources Corp.'s (CERC Corp.) \$500 million aggregate principal amount of 6 3/8% Term Enhanced ReMarketable Securities (TERM Notes) provide an investment bank with a call option, which gives it the right to have the TERM Notes redeemed from the investors on November 1, 2003 and then remarketed if it chooses to exercise the option. The TERM Notes are unsecured obligations of CERC Corp. which bear interest at an annual rate of 6 3/8% to November 1, 2003. On November 1, 2003, the holders of the TERM Notes are required to tender their notes at 100% of their principal amount. If the option is not exercised by the investment bank, CERC Corp. will repurchase the TERM Notes at 100% of their principal amount on November 1, 2003. If the option is exercised, the TERM Notes will be remarketed on a date, selected by CERC Corp., within the 52-week period beginning November 1, 2003. During this period and prior to remarketing, the TERM Notes will bear interest at rates, adjusted weekly, based on an index selected by CERC Corp. If the TERM Notes are remarketed, the final maturity date of the TERM Notes will be November 1, 2013, subject to adjustment, and the effective interest rate on the remarketed TERM Notes will be 5.66% plus CERC Corp.'s applicable credit spread at the time of such remarketing.

On September 21, 1999, 17.2 million 2.0% Zero-Premium Exchangeable Subordinated Notes due 2029 (ZENS) having an original principal amount of \$1.0 billion were issued. At maturity the holders of the ZENS will receive in cash the higher of the original principal amount of the ZENS (subject to adjustment) or an amount based on the then-current market value of AOL Time Warner Common Stock, or other securities distributed with respect to AOL Time Warner Common Stock (1.5 shares of AOL Time Warner Common Stock and such other securities, if any, are referred to as reference shares). Each ZENS has an original principal amount of \$58.25, and is exchangeable at any time at the option of the holder for cash equal to 95% (100% in some cases) of the market value of the reference shares attributable to one ZENS. CenterPoint Energy, Inc. pays interest quarterly on each ZENS at an annual rate of 2% plus the amount of any quarterly cash dividends paid in respect of the reference shares attributable to each ZENS. Upon adoption of SFAS No. 133 effective January 1, 2001, the ZENS obligation was bifurcated into a debt component and a derivative component (the holder's option to receive the appreciated value of AOL Time Warner Common Stock at maturity).

SCHEDULE 8.4

AMOUNTS OF CLASSES OF SECURITIES
 OF REGISTRANT AND SUBSIDIARY COMPANIES
 WHICH ARE AUTHORIZED BUT UNISSUED/UNUTILIZED

ISSUED -----	SECURITY / AGREEMENT -----	AUTHORIZED BUT AT 9/30/ -----
CenterPoint Energy, Inc.	Common Stock	695,664,543
CenterPoint Energy Resources Corp.	Credit Agreement	\$850 mill

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CenterPoint Energy, Inc.	Debt Securities	\$2,500 mill
CenterPoint Energy Resources Corp.	Debt Securities	\$50 mill
CenterPoint Energy Resources Corp.	Receivables	\$350 mill

SCHEDULE 9.1

NAME OF ISSUER	TITLE OF ISSUE	SHARES ISSUED
CENTERPOINT ENERGY, INC.	Com. Stock	299,418,905
	Preferred	-0-
CenterPoint Energy, Inc.	Com. Stock	1,000
UTILITY HOLDING, LLC	Com. Shares	1,000
CenterPoint Energy Houston Electric, LLC	Com. Shares	1,000
	Series A Preferred	-0-
TEXAS GENCO HOLDINGS, INC.	Com. Stock	1,000
Texas Genco LP, LLC	Com. Shares	1,000
Texas Genco GP, LLC	Com. Shares	1,000
Texas Genco, LP	N/A	N/A
CenterPoint Energy Resources Corp.	Com. Stock	1,000
ALG Gas Supply Company	Com. Stock	1
Allied Materials Corporation	Com. Stock	1,000
Arkansas Louisiana Finance Corporation	Com. Stock	50,000
Arkla Industries Inc.	Com. Stock	30,000
Arkla Products Company	Com. Stock	1,000
Blue Jay Gas Company	Com. Stock	1,000
CenterPoint Energy Alternative Fuels, Inc.	Com. Stock	1,000
CenterPoint Energy Gas Resources Corp.	Com. Stock	1,000
Entex NGV, Inc.	Com. Stock	1,000
Entex Oil & Gas Co.	Com. Stock	1,000
CenterPoint Energy - Illinois Gas Transmission Company	Com. Stock	1,000
Industrial Gas Supply Corporation	Com. Stock	1,000
Intex, Inc.	Com. Stock	1,000
Louisiana Unit Gas Transmission Company	Com. Stock	1,000
Minnesota Intrastate Pipeline Company	Com. Stock	1,000

1

SCHEDULE 9.1

NAME OF ISSUER	TITLE OF ISSUE	SHARES ISSUED
CenterPoint Energy - Mississippi River Transmission Corporation	Com. Stock	1,000
CenterPoint Energy MRT Holdings, Inc.	Com. Stock	1,000

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CenterPoint Energy MRT Services Company	Com. Stock	1,000
CenterPoint Energy Gas Marketing Company	Com. Stock	1,000
National Furnace Company	Com. Stock	1,000
NorAm Financing I	N/A	N/A
NorAm Utility Services, Inc.	Com. Stock	1,000
CenterPoint Energy Consumer Group, Inc.	Com. Stock	1,000
CenterPoint Energy Field Services, Inc.	Com. Stock	1,000
CenterPoint Energy Field Services Holdings, Inc.	Com. Stock	1,000
CenterPoint Energy Gas Processing, Inc.	Com. Stock	1,000
Reliant Energy Funds Management, Inc.	Com. Stock	1,000
CenterPoint Energy Gas Transmission Company	Com. Stock	1,000
CenterPoint Energy Hub Services, Inc.	Com. Stock	1,000
CenterPoint Energy Intrastate Holdings, LLC	Com. Stock	1,000
Pine Pipeline Acquisition Company, LLC	Com. Stock	1,000
CenterPoint Energy Pipeline Services, Inc.	Com. Stock	1,000
CenterPoint Energy OQ, LLC	Com. Share	1,000
OQ Partners (a general partnership)	N/A	N/A
CenterPoint Energy Marketing, Inc.	Com. Stock	1,000
CenterPoint Energy Retail Interests, Inc.	Com. Stock	1,000
CenterPoint Energy Trading and Transportation Group, Inc.	Com. Stock	1,000
Unit Gas Transmission Company	Com. Stock	1,000
United Gas, Inc.	Com. Stock	1,000
HL&P Capital Trust I	N/A	
HL&P Capital Trust II	N/A	
HL&P Receivables, Inc.	Com. Stock	1,000
Houston Industries Energy (UK), Inc	Com. Stock	1,000
Houston Industries FinanceCo GP, LLC	Com. Shares	1,000

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SCHEDULE 9.1

NAME OF ISSUER	TITLE OF ISSUE	SHARES ISSUED
Houston Industries FinanceCo LP	N/A	N/A
NorAm Energy Corp.	Com. Stock	1,000
REI Trust I	N/A	N/A
REI Trust II	N/A.	N/A
Reliant Energy FinanceCo II GP, LLC	Com. Shares	1,000
Reliant Energy FinanceCo II LP	N/A	N/A
Reliant Energy FinanceCo III GP, LLC	Com. Shares	1,000
Reliant Energy FinanceCo III LP	N/A	N/A
Reliant Energy FinanceCo IV GP, LLC	Com. Shares	1,000
Reliant Energy FinanceCo IV LP	N/A	N/A
Reliant Energy Investment Management, Inc.	Com. Stock	1,000
CenterPoint Energy Power Systems, Inc.	Com. Stock	1,000
CenterPoint Energy Products, Inc.	Com. Stock	1,000
CenterPoint Energy Properties, Inc.	Com. Stock	1,000
CenterPoint Energy Tegco, Inc.	Com. Stock	1,000
CenterPoint Energy Management Services, Inc.	Com. Stock	1,000
Reliant Energy Thermal Systems (Delaware), Inc.	Com. Stock	1,000
Northwind Houston L.P.	N/A	N/A
CenterPoint Energy District Cooling, LLC	N/A	N/A

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CenterPoint Energy Transition Bond Company, LLC	Com. Stock	1,000
Reliant Energy Water, Inc.	Com. Stock	1,000
Utility Rail Services, Inc.	Com. Stock	1,000
UFI Services, Inc.	Com. Stock	1,000
CENTERPOINT ENERGY INTERNATIONAL, INC.	Com. Stock	1,000
CenterPoint Energy International II, Inc.	Com. Stock	1,000
HIE Ford Heights, Inc.	Com. Stock	1,000
HIE Fulton, Inc.	Com. Stock	1,000
CenterPoint Energy International Holdings, LLC**	Com. Share	1,000
CenterPoint Energy International Services, Inc.*	Com. Stock	1,000
CenterPoint Energy Light, Inc.	Com. Stock	1,000

* Entity is in the process of being dissolved.
 **Investment is in the process of being divested.

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SCHEDULE 10.1

INVESTOR -----	INVESTEE -----	TYPE ----	QUANTITY -----
CenterPoint Energy Houston Electric, LLC	Pantellos Corporation	Common	191,950
Reliant Energy Investment Management	AOL-Time Warner	Common	21,640,246

Pantellos "cost" (last column) is based on the original investment at \$10 per share.

AOL-TW "cost" (last column) is per the CNP 10-Q and is based on the closing AOL-TW price as of September 30, 2002.

SCHEDULE 11.1

INDEBTEDNESS OF SYSTEM COMPANIES

(a) Debts owed to associate companies as of September 30, 2002

Name of Debtor -----	Name of Creditor -----	Amount Owed -----	Rate ----
CenterPoint Energy, Inc.	CenterPoint Energy Houston Electric, LLC	\$ 750,000,000	Prim
CenterPoint Energy Houston Electric, LLC	CenterPoint Energy, Inc.	\$1,086,500,000	5.9
CenterPoint Energy Houston Electric, LLC	CenterPoint Energy, Inc.	\$ 546,500,000	Prim

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CenterPoint Energy Resources Corp.	CenterPoint Energy, Inc.	\$ 350,000,000	Prim
CenterPoint Energy Thermal Systems, Inc.	CenterPoint Energy International, Inc.	\$ 9,803,751	Prim
CenterPoint Energy, Inc.	HL&P Capital Trust I	\$ 257,732,000	8.12
CenterPoint Energy, Inc.	HL&P Capital Trust II	\$ 103,093,000	8.25
CenterPoint Energy, Inc.	REI Trust I	\$ 386,598,000	7.2
CenterPoint Energy, Inc.	Reliant Energy Investment Management, LLC	\$ 45,234,915	None
Texas Genco, LP	CenterPoint Energy, Inc.	\$ 56,178,567	Vari
	Reliant Energy FinanceCo II LP	\$ 3,141,225	Vari
	Centerpoint Energy Funding Company	\$ 3,648,548	Vari
	Centerpoint Energy International, Inc.	\$ 3,329,830	Vari
	Centerpoint Energy Products, Inc.	\$ 149,810	Vari
	Centerpoint Energy Resources Corp.	\$ 5,798,404	Vari
	Centerpoint Energy Properties, Inc.	\$ 2,042,423	Vari
CenterPoint Energy Thermal Systems, Inc.	CenterPoint Energy, Inc.	\$ 37,937,358	Vari
	Reliant Energy FinanceCo II LP	\$ 2,121,268	Vari
	Centerpoint Energy Funding Company	\$ 2,463,863	Vari
	Centerpoint Energy International, Inc.	\$ 2,248,632	Vari
	Centerpoint Energy Products, Inc.	\$ 101,166	Vari
	Centerpoint Energy Resources Corp.	\$ 3,915,659	Vari
	Centerpoint Energy Properties, Inc.	\$ 1,379,247	Vari
Reliant Energy FinanceCo II GP, LLC	CenterPoint Energy Inc.	\$ 9,074	Vari
CenterPoint Energy, Inc.	Reliant Energy Tegco, Inc.	\$ 124,038	None
CenterPoint Energy, Inc.	Reliant Energy Power Systems Inc.	\$ 61,793	None

SCHEDULE 12.1

CENTERPOINT ENERGY, INC.
LEASES WITH ANNUAL PAYMENTS EXCEEDING \$50,000

Lessee	Lessor	Description of Lease
-----	-----	-----
Texas Genco	HNG Dayton Storage	North Dayton Salt Dome
Texas Genco	GE Capital	Long-term capital lease; steel coal gondolas
Texas Genco	First Union Rail	Long-term capital lease; steel coal gondolas
Texas Genco	Residco	Long-term capital lease; steel coal gondolas
Texas Genco	CIT Group	Short-term capital lease; aluminum coal gondola
Texas Genco	Benetech, Inc.	Lease/purchas of dust sup

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CenterPoint Energy Arkla	Computer Sales International	system for coal handl
CenterPoint Energy Arkla	Computer Sales International	PC Laptop Equipment
CenterPoint Energy Arkla	Computer Sales International	Arkla Call Center (includ
CenterPoint Energy Arkla	Comdisco, Inc.	phones, PC Equipment)
CenterPoint Energy Arkla	FL Building Corporation	Monthly Phone Lease
CenterPoint Energy C&I	S&L Properties Management, LLC	Motorola Equipment
CenterPoint Energy Entex	Computer Sales International	Little Rock Office Space
CenterPoint Energy Entex	Computer Sales International	Office Space
CenterPoint Energy Entex	Computer Sales International	PC Desktop Equipment
CenterPoint Energy Entex	Computer Sales International	PC Laptop Equipment
CenterPoint Energy Entex	Evangeline Life Ins	Itron and Telecom Equipme
CenterPoint Energy Entex	Evangeline Life Ins	Crowley Office Lease
CenterPoint Energy Entex	Evangeline Life Ins	Jennings Office Lease
CenterPoint Energy Entex	Shearman Corp	New Iberia Office Lease
CenterPoint Energy Entex	AEW/McCord LLP	Lake Charles Office Lease
CenterPoint Energy Entex	Republic Parking System/AEW McCord LLP	Leased Space at Travis To
CenterPoint Energy Entex	Greater Texas Equities, LTD	Parking at Travis Twr Gar
CenterPoint Energy Entex	Missoram & Missntex, LLC Andrew Shapiro	Lease for Entex Service C
CenterPoint Energy Entex	Missoram & Missntex, LLC Andrew Shapiro	Gulfport Office Space
CenterPoint Energy Entex	Missoram & Missntex, LLC Andrew Shapiro	Laurel Office Space
CenterPoint Energy Entex	Underwood Investment Co	Pearl Office Space
CenterPoint Energy Entex	John Clark Hudson Jr	Brandon Office Space
CenterPoint Energy Entex	Hugh Kelly Dabbs	Oxford Office Space
CenterPoint Energy Entex	Greater Texas Equities	Ridgeland Office Space
CenterPoint Energy Entex	Greater Texas Equities	Laredo Office & Service C
CenterPoint Energy Entex	Quintan Chamness	New Braunfels Office & S
CenterPoint Energy Entex	Mark D. Merrill	Tyler Customer Service Of
CenterPoint Energy Minnegasco	Equity Management	Beaumont Customer Service
CenterPoint Energy Minnegasco	Woodpark Crossing LLC	La Salle Plaza (Minnegasco
CenterPoint Energy Minnegasco	Ridgedale Plaza Ltd. Partners	Fireplace Store
CenterPoint Energy Minnegasco	H P Financial Services	Fireplace Store
CenterPoint Energy Resources Corp	CBL Capital Corporation	Personal Computers
CenterPoint Energy Electric	AEW/McCord, LLP	Vehicles and PC's
CenterPoint Energy Electric	AEW/McCord LLP	Leased space at Travis To
CenterPoint Energy Electric	CNP Properties	Parking at Travis Twr Gar
CenterPoint Energy Electric	CNP Properties	Operational Costs of Trav
CenterPoint Energy Electric	CNP Properties	Leased space at 1111 Loui
CenterPoint Energy Electric	CNP Properties	Leased space at ECDC Bldg

SCHEDULE 13.1

SECURITIES SOLD

OBLIGOR	TITLE OF ISSUE	AMOUNT ISSUED OR SOLD (\$000)	PROCEEDS RECEIVED BY ISSUER PER \$100 (BEFORE EXPENSES)
-----	-----	-----	-----
1997 (OCTOBER - DECEMBER)			
CenterPoint Energy, Inc.	Common Stock	1,273	100.000%
1998			
CenterPoint Energy, Inc.	Revenue Refunding Bonds Brazos River Authority	100,000	99.425%

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	Series 1998A, 5.125%		
CenterPoint Energy, Inc.	Revenue Refunding Bonds Brazos River Authority Series 1998B, 5.125%	90,000	99.425%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Brazos River Authority Series 1998C, 5.125%	100,000	99.425%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Matagorda County Navigation District Number One Series 1998A, 5.25%	29,685	99.425%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Matagorda County Navigation District Number One Series 1998B, 5.15%	75,000	99.425%
CenterPoint Energy Resources Corp.	Debentures, 6-1/2%	300,000	99.186%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Brazos River Authority Series 1998D, 4.90%	68,700	99.550%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Brazos River Authority Series 1997, 5.05%	50,000	99.571%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Matagorda County Navigation District Number One Series 1997, 5.125%	68,000	99.571%
CenterPoint Energy Resources Corp.	Term Enhanced ReMarketable Securities (TERMS), 6-3/8%	500,000	99.192%

OBLIGOR -----	NAME OF PRINCIPAL UNDERWRITERS OR PURCHASERS -----	UNDERWRITERS INITIAL OFFERING PRICE -----
1997 (OCTOBER - DECEMBER) CenterPoint Energy, Inc.	Not Applicable	Not Applicable
1998 CenterPoint Energy, Inc.	Goldman, Sachs & Co. Merrill Lynch & Co.	100.000%
CenterPoint Energy, Inc.	Goldman, Sachs & Co. Merrill Lynch & Co.	100.000%

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CenterPoint Energy, Inc.	Goldman, Sachs & Co. Merrill Lynch & Co.	100.000%
CenterPoint Energy, Inc.	J.P. Morgan & Co. Salomon Smith Barney	100.000%
CenterPoint Energy, Inc.	J.P. Morgan & Co. Salomon Smith Barney	100.000%
CenterPoint Energy Resources Corp.	Merrill Lynch & Co. Credit Suisse First Boston NationsBanc Montgomery Securities LLC Salomon Smith Barney	99.836%
CenterPoint Energy, Inc.	J.P. Morgan & Co.	100.000%
CenterPoint Energy, Inc.	Salomon Smith Barney	100.000%
CenterPoint Energy, Inc.	J.P. Morgan & Co.	100.000%
CenterPoint Energy Resources Corp.	Credit Suisse First Boston Chase Securities Inc. Goldman, Sachs & Co. Merrill Lynch & Co. NationsBanc Montgomery Securities LLC	99.792%

OBLIGOR -----	TITLE OF ISSUE -----	AMOUNT ISSUED OR SOLD (\$000) -----	PROCEEDS RECEIVED BY ISSUER PER \$100 (BEFORE EXPENSES) -----
CenterPoint Energy, Inc.	Common Stock	4,542	100.000%
1999 REI Trust I	Preferred Securities, 7.20%	375,000	96.850%

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CenterPoint Energy, Inc.	Revenue Refunding Bonds Brazos River Authority Series 1999A, 5.125%	100,000	99.450%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Gulf Coast Waste Disposal Authority Series 1999, 4.70%	19,200	99.500%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Matagorda County Navigation District Number One Series 1999A, 5.25%	100,000	99.500%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Matagorda County Navigation District Number One Series 1999B, 5.95%	70,315	99.450%
CenterPoint Energy, Inc.	2.0% Zero Premium Exchangeable Subordinated Notes (ZENS)	1,000,000	98.00%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Brazos River Authority Series 1999B, 5.20%	100,000	99.550%
CenterPoint Energy, Inc.	Revenue Refunding Bonds Matagorda County Navigation District Number One Series 1999C, 5.20%	75,000	99.550%
Reliant Energy FinanceCo II LP	Senior Notes, 7.40%	300,000	99.455%
Reliant Energy FinanceCo II LP	Floating Rate Notes	225,000	99.775%

OBLIGOR -----	NAME OF PRINCIPAL UNDERWRITERS OR PURCHASERS -----	UNDERWRITERS INITIAL OFFERING PRICE -----
CenterPoint Energy, Inc.	Not Applicable	Not Applicable
1999 REI Trust I	Merrill Lynch & Co. A.G. Edwards & Sons, Inc. Goldman, Sachs & Co. NationsBanc Montgomery Securities LLC PaineWebber Incorporated Prudential Securities Salomon Smith Barney	100.000%
CenterPoint Energy, Inc.	Goldman, Sachs & Co.	100.000%

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	Salomon Smith Barney	
CenterPoint Energy, Inc.	Salomon Smith Barney	100.000%
CenterPoint Energy, Inc.	J.P. Morgan & Co. Banc One Capital Markets, Inc. NationsBanc Montgomery Securities LLC	100.000%
CenterPoint Energy, Inc.	Goldman, Sachs & Co. Banc of America Securities LLC BNY Capital Markets, Inc.	100.000%
CenterPoint Energy, Inc.	Goldman, Sachs & Co. Merrill Lynch & Co. Salomon Smith Barney	100.000%
CenterPoint Energy, Inc.	Goldman, Sachs & Co. J.P. Morgan & Co.	100.000%
CenterPoint Energy, Inc.	Salomon Smith Barney Banc of America Securities LLC BNY Capital Markets, Inc.	100.000%
Reliant Energy FinanceCo II LP	Chase Securities Inc. Credit Suisse First Boston Goldman, Sachs & Co.	99.880%
Reliant Energy FinanceCo II LP	Credit Suisse First Boston Banc of America Securities LLC Chase Securities Inc.	100.000%

OBLIGOR -----	TITLE OF ISSUE -----	AMOUNT ISSUED OR SOLD (\$000) -----	PROCEEDS RECEIVED BY ISSUER PER \$100 (BEFORE EXPENSES) -----
CenterPoint Energy, Inc.	Common Stock	30,452	100.000%
2000 CenterPoint Energy Resources Corp.	Notes, 8.125%	325,000	99.189%
CenterPoint Energy, Inc.	Common Stock	53,809	100.000%
2001 CenterPoint Energy Resources Corp.	Notes, 7.75%	550,000	99.024%
CenterPoint Energy Transition Bond Company, LLC	Transition Bonds Series 2001-1, Class A-1	115,000	99.64546%

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CenterPoint Energy Transition Bond Company, LLC	Transition Bonds Series 2001-1, Class A-2	118,000	99.55652%
CenterPoint Energy Transition Bond Company, LLC	Transition Bonds Series 2001-1, Class A-3	130,000	99.46206%
CenterPoint Energy Transition Bond Company, LLC	Transition Bonds Series 2001-1, Class A-4	385,897	99.40218%
CenterPoint Energy, Inc.	Common Stock	100,430	100.000%
2002 (JANUARY - SEPTEMBER) CenterPoint Energy, Inc.	Common Stock	5,113	100.000%

OBLIGOR -----	NAME OF PRINCIPAL UNDERWRITERS OR PURCHASERS -----	UNDERWRITERS INITIAL OFFERING PRICE -----
CenterPoint Energy, Inc.	Not Applicable	Not Applicable
2000 CenterPoint Energy Resources Corp.	Banc of America Securities LLC Credit Suisse First Boston Deutsche Banc Alex. Brown	99.789%
CenterPoint Energy, Inc.	Not Applicable	Not Applicable
2001 CenterPoint Energy Resources Corp.	Banc of America Securities LLC JP Morgan	99.674%
CenterPoint Energy Transition Bond Company, LLC	Merrill Lynch & Co. Bear, Stearns & Co. Inc. Goldman, Sachs & Co.	99.99546%
CenterPoint Energy Transition Bond Company, LLC	Merrill Lynch & Co. Bear, Stearns & Co. Inc. Goldman, Sachs & Co.	99.98652%
CenterPoint Energy Transition Bond Company, LLC	Merrill Lynch & Co. Bear, Stearns & Co. Inc. Goldman, Sachs & Co.	99.95206%
CenterPoint Energy Transition Bond Company, LLC	Merrill Lynch & Co. Bear, Stearns & Co. Inc. Goldman, Sachs & Co.	99.93718%
CenterPoint Energy, Inc.	Not Applicable	Not Applicable
2002 (JANUARY - SEPTEMBER) CenterPoint Energy, Inc.	Not Applicable	Not Applicable

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(1) Excludes Original Issue Discount and Underwriters' Commissions

SCHEDULE 15.1

TOP SHAREHOLDERS OF CNP AS OF SEPTEMBER 30, 2002
 OUTSTANDING AS OF 09/30/2002 304,335,457

REGISTERED HOLDER	SHARES HELD
1. CEDE & CO C/O THE DEPOSITORY TRUST COMPANY 55 WATER STREET NEW YORK NY 10002	263,606,587.000
2. CenterPoint Energy, Inc. ADMINISTRATOR INVESTOR'S CHOICE PLAN FOR CenterPoint Energy, Inc. P O BOX 4505 HOUSTON, TX 77210	16,235,789.000
3. HOW & CO C/O NORTHERN TRUST COMPANY 50 SOUTH LA SALLE STREET TRUST SECURITIES DIVISION C 2N CHICAGO IL 60675 (unallocated CNP ESOP)	4,769,889.000
4. M D THOMPSON & SO CO P O BOX 388 MCCRORY AR 72102	333,115.000
5. ALLEN W PIKE TTEE OF THE ALLEN W PIKE REVOCABLE TRUST DATED 5/4/1983 20 CHESTNUT ST #N10 EXETER NH 03833-1881	250,000.000
6. HOW & CO C/O NORTHERN TRUST COMPANY 50 SOUTH LA SALLE STREET TRUST SECURITIES DIVISION C 2N CHICAGO IL 60675 (issued/unallocated CNP ESOP)	188,126.000
7. DDJ INVESTMENTS LTD #5 STAYTON CIRCLE HOUSTON, TX 77024	180,000.000
8. J P MORGAN CHASE FBO DONLEY D JORDAN #5 STAYTON CIRCLE HOUSTON, TX 77024	172,241.000
9. DONLEY D JORDAN #5 STAYTON CIRCLE HOUSTON, TX 77024	102,546.000
10. ARKANSAS STATE HIGHWAY EMPLOYEES RETIREMENT SYSTEM P O BOX 2261	100,000.000

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LITTLE ROCK AK 72203

11. CHARLES T TRAVERS TR 7/30/84 OF THE CHARLES T TRAVERS & LOUISE H TRAVERS REV TRUST 296 VIA LA PAZ GREENBRAE CA 94904-1244	90,000.000
12. RONALD S LETBETTER 3251 DEL MONTE HOUSTON, TX 77019	79,549.000
13. W J DWYER, WILLIAM G DWYER, WILLIAM JAMES DWYER & DAVID ALAN DWYER CO-TTEES C.A. DWYER TRUST UAD 12/7/62 C/O DAVID A DWYER 17119 S IVY CIRCLE HOUSTON, TX 77084	70,000.000
14. VINCENT A MORANO 1500 PALISADE AVE APT 12-E FORT LEE NJ 07024	70,000.000
15. DUPAGE NATIONAL BANK ATTN: ROY CURRAN 101 MAIN ST WEST CHICAGO IL 60185-2857	64,000.000
16. DENNIS F SMITH & BONNIE E SMITH TTEES SMITH JOINT REVOC TR DTD 4/4/01 2511 TROPHY LANE STILLWATER OK 74074	62,485.000
17. JOHN ANNIS RATHMELL 720 N POST OAK RD SUITE 350 HOUSTON, TX 77024-3898	60,000.000
18. JOE C WESSENDORFF P O BOX 300 RICHMOND TX 77406-0300	60,000.000
19. HUGH RICE KELLY 1936 RICE BOULEVARD HOUSTON, TX 77005	57,012.000
20. CHARLES T TRAVERS TTEE U/A DTD 11-29-95 CHARLES T TRAVERS 1995 CHARITABLE REMAINDER UNITRUST 292 VIA LA PAZ GREENBRAE CA 94904	53,240.000

SCHEDULE 18.1

CENTERPOINT ENERGY, INC.

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CORPORATE SERVICES CHARGED TO SBUS:
Third Quarter 2002

	Sum of Amount		CNP HOUSTO
			PaCC
	Cost ctr	Cost elem.	Cost element name
PRESIDENT AND CEO	125001	642200	REI Corp OH
	125001	TOTAL	
CHIEF FINANCIAL OFFICER	125004	642200	REI Corp OH
	125004	TOTAL	
PLANNING AND PERFORMANCE	125007	642200	REI Corp OH
	125007	TOTAL	
CORP COMMUNICATIONS	125019	642200	REI Corp OH
	125019	TOTAL	
CORP LEGAL	125020	642200	REI Corp OH
	125020	TOTAL	
SR EXEC LEGAL	125021	642200	REI Corp OH
	125021	TOTAL	
STATE RELATIONS	125042	642082	REI Legislative Adv
	125042	TOTAL	
LOCAL RELATIONS	125050	642082	REI Legislative Adv
	125050	TOTAL	
FINANCE INFOR TECH & SUPP SERVICES	125066	643528	Technical Support
	125066	TOTAL	
FINANCIAL SYSTEMS AND PROCESSES	125070	642200	REI Corp OH
	125070	TOTAL	
HR-AFFIRMATIVE ACTION	125094	642200	REI Corp OH
PLAN/DIVERSITY/POL	125094	TOTAL	
RISK CONTROL MANAGER	125095	642200	REI Corp OH
	125095	TOTAL	
COMPTROLLER	125098	642200	REI Corp OH
	125098	TOTAL	
BENCHMARKING	125099	642200	REI Corp OH
	125099	TOTAL	
CHIEF ACCOUNTING OFFICER	125100	642200	REI Corp OH
	125100	TOTAL	
FINANCIAL ACCOUNTING	125101	643502	Fleet Pool Vehicles
	125101	TOTAL	
FEDERAL TAX	125102	642200	REI Corp OH
	125102	TOTAL	
	125104	642200	REI Corp OH
		643004	Billable Hours
		643007	Admin Labor
		643502	Fleet Pool Vehicles
PLANT ACCT. ADMIN	125104	TOTAL	
	125105	643004	Billable Hours
		643007	Admin Labor
		643502	Fleet Pool Vehicles
PROPERTY ACCOUNTING- ELECTRIC	125105	TOTAL	
	125107	643004	Billable Hours
		643007	Admin Labor

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PROPERTY ACCOUNTING - ARKLA	125107	TOTAL	
	125109	642200	REI Corp OH
STATE AND LOCAL TAXES	125109	TOTAL	
	125111	642200	REI Corp OH
		643502	Fleet Pool Vehicles
PROPERTY TAX	125111	TOTAL	
	125112	643004	Billable Hours
REGULATORY REPORTING	125112	TOTAL	
	125115	643502	Fleet Pool Vehicles
REVENUE ACCOUNTING - ELECTRIC	125115	TOTAL	
	125120	642200	REI Corp OH
SUPPORT SERVICES	125120	TOTAL	
	125121	642200	REI Corp OH
COMMERCIAL CREDIT	125121	TOTAL	
	125162	642200	REI Corp OH
		643528	Technical Support
CLAIMS	125162	TOTAL	

	CERC	CERC	CERC
	CNP RESOURCES CORP ("CERC")	CNP GAS TRANSMISSION CO	CNP FIELD SERVI
	0016	0027	0036

	41,682.02	
PRESIDENT AND CEO	41,682.02	
	1,116.10	
CHIEF FINANCIAL OFFICER	1,116.10	
	16,283.38	
PLANNING AND PERFORMANCE	16,283.38	
	63,088.02	1
CORP COMMUNICATIONS	63,088.02	1
	166,603.09	3
CORP LEGAL	166,603.09	3
	17,857.31	
SR EXEC LEGAL	17,857.31	
STATE RELATIONS		
LOCAL RELATIONS		
FINANCE INFOR TECH & SUPP SERVICES		
	16,376.27	
FINANCIAL SYSTEMS AND PROCESSES	16,376.27	
	10,128.66	
HR-AFFIRMATIVE ACTION PLAN/DIVERSITY/POL	10,128.66	
RISK CONTROL MANAGER		
	27,765.21	
COMPTROLLER	27,765.21	
	10,222.15	
BENCHMARKING	10,222.15	
	14,677.71	
CHIEF ACCOUNTING OFFICER	14,677.71	
	66,929.65	1
FINANCIAL ACCOUNTING	66,929.65	1
	39,691.13	
FEDERAL TAX	39,691.13	

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	11,168.88
PLANT ACCT. ADMIN	11,168.88
PROPERTY ACCOUNTING- ELECTRIC	
PROPERTY ACCOUNTING - ARKLA	11,840.42
STATE AND LOCAL TAXES	11,840.42
	84,794.13
PROPERTY TAX	84,794.13
REGULATORY REPORTING	
REVENUE ACCOUNTING - ELECTRIC	
SUPPORT SERVICES	22,827.57
COMMERCIAL CREDIT	22,827.57
	(33,997.53)
CLAIMS	(33,997.53)

	CERC	CERC	CERC
	CNP MARKETING, INC	INDUSTRIAL GAS SUPPLY	LA UNIT GAS TRANS
	0077	0079	0080
PRESIDENT AND CEO	1,953.17	605.20	
CHIEF FINANCIAL OFFICER	42.62	12.18	
PLANNING AND PERFORMANCE	621.84	177.67	
CORP COMMUNICATIONS	2,956.24	916.00	1
CORP LEGAL	6,362.37	1,817.82	1
SR EXEC LEGAL	681.94	194.85	
STATE RELATIONS			
LOCAL RELATIONS			
FINANCE INFOR TECH & SUPP SERVICES	625.38	178.68	
FINANCIAL SYSTEMS AND PROCESSES	625.38	178.68	
HR-AFFIRMATIVE ACTION	333.45		
PLAN/DIVERSITY/POL	333.45		
RISK CONTROL MANAGER	18,369.50	4,846.73	1
	18,369.50	4,846.73	1

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COMPROLLER	1,060.32	302.95
	1,060.32	302.95
	390.37	111.53
BENCHMARKING	390.37	111.53
	560.53	160.15
CHIEF ACCOUNTING OFFICER	560.53	160.15
	2,555.95	730.28
FINANCIAL ACCOUNTING	2,555.95	730.28
	1,515.75	433.08
FEDERAL TAX	1,515.75	433.08
	523.35	162.16
PLANT ACCT. ADMIN	523.35	162.16
PROPERTY ACCOUNTING- ELECTRIC		
PROPERTY ACCOUNTING - ARKLA	452.18	129.19
STATE AND LOCAL TAXES	452.18	129.19
PROPERTY TAX		
REGULATORY REPORTING		
REVENUE ACCOUNTING - ELECTRIC	263.03	69.40
SUPPORT SERVICES	263.03	69.40
	871.76	249.08
COMMERCIAL CREDIT	871.76	249.08
CLAIMS		

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Corp Services

CENTERPOINT ENERGY, INC.

CORPORATE SERVICES CHARGED TO SBUS:
Third Quarter 2002

Sum of Amount

CNP HOUSTO

PaCC

Cost ctr Cost elem. | Cost element name

125166 642200 | REI Corp OH

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HR - COMPENSATION	125166	TOTAL	
	125175	642078	Labor Allocation
		642200	REI Corp OH
		643502	Fleet Pool Vehicles
HR - WORKFORCE PLANNING & PROCESS IMPOVE	125175	TOTAL	
	125180	642200	REI Corp OH
HR - FINANCE, ACCOUNTING	125180	TOTAL	
	125181	642200	REI Corp OH
		643503	Training
HR - LEARNING & ORGANIZATIONAL DEVELOPME	125181	TOTAL	
	125190	642200	REI Corp OH
HR-COMMUNICATIONS	125190	TOTAL	
	125191	643523	Transportation Exp
HR - ARKLA, ENTEX, SUPPORT & GAS OPERATS	125191	TOTAL	
	125197	642057	Ofc Supp Svcs-Fixed
		642059	Facility O&M
		642088	Convenience Copiers
		642097	Mail Services
		642098	Records Management
		643524	Document Services
SHARED SERVICES	125197	TOTAL	
	125200	642200	REI Corp OH
TREASURER	125200	TOTAL	
	125202	642200	REI Corp OH
CASH MANAGEMENT	125202	TOTAL	
	125203	642200	REI Corp OH
		643502	Fleet Pool Vehicles
CORPORATE RISK MANAGEMENT/INSURANCE	125203	TOTAL	
	125205	642200	REI Corp OH
INVESTOR SERVICES	125205	TOTAL	
	125206	642200	REI Corp OH
COMMUNICATIONS	125206	TOTAL	
	125207	642200	REI Corp OH
		643001	Labor-ST-IntActAlloc
ADVERTISING & BRAND EQUITY	125207	TOTAL	
	125209	642200	REI Corp OH
STRATEGIC PLANNING	125209	TOTAL	
	125210	642200	REI Corp OH
FINANCE/CASH MANAGEMENT	125210	TOTAL	
	125211	642200	REI Corp OH
INVESTOR RELATIONS	125211	TOTAL	
	125221	642200	REI Corp OH
EVP - REGULATORY	125221	TOTAL	
	125222	642200	REI Corp OH
VP - REGULATORY POLICY	125222	TOTAL	
	125225	621023	Shops
		642200	REI Corp OH
BRANDING/PROMOTIONS	125225	TOTAL	
	125226	642200	REI Corp OH
REGULATORY RELATIONS AUSTIN	125226	TOTAL	
	125307	642200	REI Corp OH
SR VP HUMAN RESOURCES	125307	TOTAL	
	125309	642200	REI Corp OH
HR-ALLOCATED EXECUTIVE BENEFITS	125309	TOTAL	
	125400	642200	REI Corp OH
		643502	Fleet Pool Vehicles
AUDIT SERVICES	125400	TOTAL	
	125402	642200	REI Corp OH
CHIEF RISK OFFICER	125402	TOTAL	
			GRAND TOTAL

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	CERC	CERC	CERC
	CNP RESOURCES CORP	CNP GAS TRANSMISSION CO	CNP FIELD SERVI
	0016	0027	0036
HR - COMPENSATION	(318.41)	50,194.76 50,194.76	1 1
HR - WORKFORCE PLANNING & PROCESS IMPOVE	(318.41)	77,222.75	
HR - FINANCE, ACCOUNTING		13,317.47 13,317.47	
HR - LEARNING & ORGANIZATIONAL DEVELOPME		28,747.99	
HR-COMMUNICATIONS		5,345.86 5,345.86	
HR - ARKLA, ENTEX, SUPPORT & GAS OPERATS			
SHARED SERVICES		5,509.65	
TREASURER		5,509.65	
CASH MANAGEMENT		4,555.83 4,555.83	
CORPORATE RISK MANAGEMENT/INSURANCE		10,478.17	
INVESTOR SERVICES		72,224.03	1
COMMUNICATIONS		72,224.03 17,459.15	1
ADVERTISING & BRAND EQUITY		17,459.15 58,843.66	1
STRATEGIC PLANNING		58,843.66 103,949.13	1
FINANCE/CASH MANAGEMENT		103,949.13 6,702.11	2
INVESTOR RELATIONS		6,702.11 11,298.33	2
EVP - REGULATORY		11,298.33 29,146.52	
VP - REGULATORY POLICY		29,146.52	

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BRANDING/PROMOTIONS		15,195.93	
		15,195.93	
REGULATORY RELATIONS AUSTIN		13,675.74	
SR VP HUMAN RESOURCES		13,675.74	
		1,619.89	
HR-ALLOCATED EXECUTIVE BENEFITS		1,619.89	
AUDIT SERVICES		9,067.79	
CHIEF RISK OFFICER		9,067.79	
	(318.41)	1,123,608.93	22

	CERC	CERC	CERC
	CNP MARKETING, INC	INDUSTRIAL GAS SUPPLY	LA UNIT GAS TRANS
	0077	0079	0080
HR - COMPENSATION	4,056.15		
	4,056.15		
	2,542.31		
HR - WORKFORCE PLANNING & PROCESS IMPROVE	2,542.31		
	438.44		
HR - FINANCE, ACCOUNTING	438.44		
	946.44		
HR - LEARNING & ORGANIZATIONAL DEVELOPME	946.44		
	431.99		
HR-COMMUNICATIONS	431.99		
HR - ARKLA, ENTEX, SUPPORT & GAS OPERATS			
SHARED SERVICES			
	6,064.79	1,600.17	
TREASURER	6,064.79	1,600.17	
	5,014.85	1,323.15	
CASH MANAGEMENT	5,014.85	1,323.15	
	491.00	152.14	
CORPORATE RISK MANAGEMENT/INSURANCE	491.00	152.14	
	3,384.34	1,048.65	1
INVESTOR SERVICES	3,384.34	1,048.65	1

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	818.12	253.49
COMMUNICATIONS	818.12	253.49
	2,757.34	854.37
ADVERTISING & BRAND EQUITY	2,757.34	854.37
	3,969.69	1,134.21
STRATEGIC PLANNING	3,969.69	1,134.21
	7,377.38	1,946.49
FINANCE/CASH MANAGEMENT	7,377.38	1,946.49
	529.43	164.04
INVESTOR RELATIONS	529.43	164.04
	1,365.77	423.19
EVP - REGULATORY	1,365.77	423.19
VP - REGULATORY POLICY		
	712.07	220.64
BRANDING/PROMOTIONS	712.07	220.64
REGULATORY RELATIONS AUSTIN		
	1,105.11	
SR VP HUMAN RESOURCES	1,105.11	
	75.91	23.52
HR-ALLOCATED EXECUTIVE BENEFITS	75.91	23.52
AUDIT SERVICES		
	9,981.42	2,633.56
CHIEF RISK OFFICER	9,981.42	2,633.56
	92,202.30	22,874.57

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Corp Services

CENTERPOINT ENERGY, INC.

CORPORATE SERVICES CHARGED TO SBUS:
Third Quarter 2002

NOTES

Sr Exec = Senior Executive

Infor Tech & Supp Services = Information Technology & Support Services

Corp = Corporate

CEO = Chief Executive Officer

HR = Human Resources

Acct. = Accounting

VP = Vice President

SR VP = Senior Vice President

REI Corp OH refers to the allocation of corporate overhead to the business units.

REI Legislative Adv refers to the allocation of regulatory related charges to the business units.

Amounts in parentheses represent credits sent to business units.

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Corp Services

CENTERPOINT ENERGY, INC.

CORPORATE SERVICES CHARGED TO SBUS:
Third Quarter 2002

		Sum of Amount		
		Cost ctr	Cost elem.	Cost element name
		125001	642200	REI Corp OH
PRESIDENT AND CEO		125001	TOTAL	
		125004	642200	REI Corp OH
CHIEF FINANCIAL OFFICER		125004	TOTAL	
		125007	642200	REI Corp OH
PLANNING AND PERFORMANCE		125007	TOTAL	
		125019	642200	REI Corp OH
CORP COMMUNICATIONS		125019	TOTAL	
		125020	642200	REI Corp OH
CORP LEGAL		125020	TOTAL	
		125021	642200	REI Corp OH
SR EXEC LEGAL		125021	TOTAL	
		125042	642082	REI Legislative Adv
STATE RELATIONS		125042	TOTAL	
		125050	642082	REI Legislative Adv
LOCAL RELATIONS		125050	TOTAL	
		125066	643528	Technical Support
FINANCE INFOR TECH & SUPP SERVICES		125066	TOTAL	
		125070	642200	REI Corp OH
FINANCIAL SYSTEMS AND PROCESSES		125070	TOTAL	
		125094	642200	REI Corp OH
HR-AFFIRMATIVE ACTION PLAN/DIVERSITY/POL		125094	TOTAL	
		125095	642200	REI Corp OH
RISK CONTROL MANAGER		125095	TOTAL	
		125098	642200	REI Corp OH
COMPROLLER		125098	TOTAL	
		125099	642200	REI Corp OH
BENCHMARKING		125099	TOTAL	
		125100	642200	REI Corp OH
CHIEF ACCOUNTING OFFICER		125100	TOTAL	
		125101	642200	REI Corp OH
			643502	Fleet Pool Vehicles
FINANCIAL ACCOUNTING		125101	TOTAL	
		125102	642200	REI Corp OH
FEDERAL TAX		125102	TOTAL	
		125104	642200	REI Corp OH
			643004	Billable Hours
			643007	Admin Labor
			643502	Fleet Pool Vehicles
PLANT ACCT. ADMIN		125104	TOTAL	
		125105	643004	Billable Hours
			643007	Admin Labor

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	643502	Fleet Pool Vehicles	
PROPERTY ACCOUNTING- ELECTRIC	125105	TOTAL	
	125107	643004	Billable Hours
		643007	Admin Labor
PROPERTY ACCOUNTING - ARKLA	125107	TOTAL	
	125109	642200	REI Corp OH
STATE AND LOCAL TAXES	125109	TOTAL	2
	125111	642200	REI Corp OH
		643502	Fleet Pool Vehicles
PROPERTY TAX	125111	TOTAL	2
	125112	643004	Billable Hours
REGULATORY REPORTING	125112	TOTAL	
	125115	643502	Fleet Pool Vehicles
REVENUE ACCOUNTING - ELECTRIC	125115	TOTAL	
	125120	642200	REI Corp OH
SUPPORT SERVICES	125120	TOTAL	
	125121	642200	REI Corp OH
COMMERCIAL CREDIT	125121	TOTAL	3
	125162	642200	REI Corp OH
		643528	Technical Support
CLAIMS	125162	TOTAL	(17)

	CERC ----- LA TRANS DIV OF ENTEX ----- 0085 -----	CERC ----- CNP GAS MARKETING CO ----- 0099 -----	CERC ----- CNP POWER SYSTEMS, INC ----- 0220 -----
PRESIDENT AND CEO	4,859.10	1,463.71	129.22
CHIEF FINANCIAL OFFICER	4,859.10	1,463.71	129.22
PLANNING AND PERFORMANCE	6.08	12.18	28.62
CORP COMMUNICATIONS	6.08	12.18	28.62
CORP LEGAL	88.83	177.67	417.52
SR EXEC LEGAL	88.83	177.67	417.52
STATE RELATIONS	7,354.50	2,215.40	195.57
LOCAL RELATIONS	7,354.50	2,215.40	195.57
FINANCE INFOR TECH & SUPP SERVICES	908.91	1,817.82	4,271.88
FINANCIAL SYSTEMS AND PROCESSES	908.91	1,817.82	4,271.88
HR-AFFIRMATIVE ACTION PLAN/DIVERSITY/POL	97.42	194.85	457.88
RISK CONTROL MANAGER	97.42	194.85	457.88
COMPTROLLER			
BENCHMARKING			
CHIEF ACCOUNTING OFFICER			
	89.34	178.68	419.91
	89.34	178.68	419.91
		75.03	
		75.03	
	2,691.23	18,896.35	
	2,691.23	18,896.35	
	151.47	302.95	711.92
	151.47	302.95	711.92
	55.77	111.53	262.11
	55.77	111.53	262.11
	80.07	160.15	376.35
	80.07	160.15	376.35
	365.14	730.28	1,716.14

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FINANCIAL ACCOUNTING	365.14	730.28	1,716.14
	216.53	433.08	1,017.72
FEDERAL TAX	216.53	433.08	1,017.72
	1,302.01	392.21	34.62
PLANT ACCT. ADMIN	1,302.01	392.21	34.62
PROPERTY ACCOUNTING- ELECTRIC			
PROPERTY ACCOUNTING - ARKLA	64.60	129.19	303.61
STATE AND LOCAL TAXES	64.60	129.19	303.61
PROPERTY TAX			
REGULATORY REPORTING			
REVENUE ACCOUNTING - ELECTRIC	38.54	270.58	
SUPPORT SERVICES	38.54	270.58	
	124.54	249.08	585.32
COMMERCIAL CREDIT	124.54	249.08	585.32

CLAIMS

	CERC	
	MINNEGASCO (SS - INTERIM)	TDU, GENCO & CERC ONLY
	9072	GRAND TOTAL
PRESIDENT AND CEO	24,382.16	482,767.88
CHIEF FINANCIAL OFFICER	1,203.80	15,743.61
PLANNING AND PERFORMANCE	17,562.58	229,690.59
CORP COMMUNICATIONS	36,903.79	730,695.87
CORP LEGAL	179,691.39	2,350,076.25
SR EXEC LEGAL	19,260.18	251,892.36
STATE RELATIONS		663,048.76
LOCAL RELATIONS		226,434.87
FINANCE INFOR TECH & SUPP SERVICES		(67,519.01)
FINANCIAL SYSTEMS AND PROCESSES	17,662.77	231,000.97
	17,662.77	231,000.97

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	11,870.97	124,244.90
HR-AFFIRMATIVE ACTION PLAN/DIVERSITY/POL	11,870.97	124,244.90
		200,037.63
RISK CONTROL MANAGER		200,037.63
	29,946.43	391,651.47
COMPROLLER	29,946.43	391,651.47
	11,025.20	144,191.92
BENCHMARKING	11,025.20	144,191.92
	15,830.80	207,041.44
CHIEF ACCOUNTING OFFICER	15,830.80	207,041.44
	72,187.65	944,098.84
		(8.78)
FINANCIAL ACCOUNTING	72,187.65	944,090.06
	42,809.28	559,876.71
FEDERAL TAX	42,809.28	559,876.71
	6,533.34	129,359.78
		1,323.76
		3,694.22
		(4.39)
PLANT ACCT. ADMIN	6,533.34	134,373.37
		14,140.17
		7,145.82
		(0.88)
PROPERTY ACCOUNTING- ELECTRIC		21,285.11
		551.18
		2,401.57
PROPERTY ACCOUNTING - ARKLA		2,952.75
	12,770.61	167,018.96
STATE AND LOCAL TAXES	12,770.61	167,018.96
		134,593.85
		(12.27)
PROPERTY TAX		134,581.58
		24,013.00
REGULATORY REPORTING		24,013.00
		(2.51)
REVENUE ACCOUNTING - ELECTRIC		(2.51)
		1,920.51
SUPPORT SERVICES		1,920.51
	24,620.89	322,002.06
COMMERCIAL CREDIT	24,620.89	322,002.06
		(339,975.24)
		(51.11)
CLAIMS		(340,026.35)

Corp Services

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CENTERPOINT ENERGY, INC.

CORPORATE SERVICES CHARGED TO SBUS:
Third Quarter 2002

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	Sum of Amount			
	Cost ctr	Cost elem.	Cost element name	
HR - COMPENSATION	125166	642200	REI Corp OH	21
	125166	TOTAL		21
	125175	642078	Labor Allocation	
		642200	REI Corp OH	19
		643502	Fleet Pool Vehicles	
HR - WORKFORCE PLANNING & PROCESS IMPROVE	125175	TOTAL		19
	125180	642200	REI Corp OH	3
HR - FINANCE, ACCOUNTING	125180	TOTAL		3
	125181	642200	REI Corp OH	7
		643503	Training	
HR - LEARNING & ORGANIZATIONAL DEVELOPME	125181	TOTAL		7
	125190	642200	REI Corp OH	2
HR-COMMUNICATIONS	125190	TOTAL		2
	125191	643523	Transportation Exp	
HR - ARKLA, ENTEX, SUPPORT & GAS OPERATS	125191	TOTAL		
	125197	642057	Ofc Supp Svcs-Fixed	
		642059	Facility O&M	
		642088	Convenience Copiers	
		642097	Mail Services	
		642098	Records Management	
		643524	Document Services	
SHARED SERVICES	125197	TOTAL		
	125200	642200	REI Corp OH	3
TREASURER	125200	TOTAL		3
	125202	642200	REI Corp OH	2
CASH MANAGEMENT	125202	TOTAL		2
	125203	642200	REI Corp OH	
		643502	Fleet Pool Vehicles	
CORPORATE RISK MANAGEMENT/INSURANCE	125203	TOTAL		
	125205	642200	REI Corp OH	6
INVESTOR SERVICES	125205	TOTAL		6
	125206	642200	REI Corp OH	1
COMMUNICATIONS	125206	TOTAL		1
	125207	642200	REI Corp OH	5
		643001	Labor-ST-IntActAlloc	
ADVERTISING & BRAND EQUITY	125207	TOTAL		5
	125209	642200	REI Corp OH	17
STRATEGIC PLANNING	125209	TOTAL		17
	125210	642200	REI Corp OH	3
FINANCE/CASH MANAGEMENT	125210	TOTAL		3
	125211	642200	REI Corp OH	1
INVESTOR RELATIONS	125211	TOTAL		1
	125221	642200	REI Corp OH	2
EVP - REGULATORY	125221	TOTAL		2
	125222	642200	REI Corp OH	
VP - REGULATORY POLICY	125222	TOTAL		
	125225	621023	Shops	
		642200	REI Corp OH	1
BRANDING/PROMOTIONS	125225	TOTAL		1
	125226	642200	REI Corp OH	
REGULATORY RELATIONS AUSTIN	125226	TOTAL		
	125307	642200	REI Corp OH	5
SR VP HUMAN RESOURCES	125307	TOTAL		5
	125309	642200	REI Corp OH	
HR-ALLOCATED EXECUTIVE BENEFITS	125309	TOTAL		
	125400	642200	REI Corp OH	17
		643502	Fleet Pool Vehicles	

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AUDIT SERVICES	125400 TOTAL		17
	125402	642200 REI Corp OH	5
CHIEF RISK OFFICER	125402 TOTAL		5
	GRAND TOTAL		2,04

	CERC ----- LA TRANS DIV OF ENTEX ----- 0085 -----	CERC ----- CNP GAS MARKETING CO ----- 0099 -----	CERC ----- CNP POWER SYSTEMS, INC ----- 0220 -----
HR - COMPENSATION		912.63	
		912.63	
		572.02	
HR - WORKFORCE PLANNING & PROCESS IMPOVE		572.02	
		98.65	
HR - FINANCE, ACCOUNTING		98.65	
		212.95	
HR - LEARNING & ORGANIZATIONAL DEVELOPME		212.95	
		97.20	
HR-COMMUNICATIONS		97.20	
HR - ARKLA, ENTEX, SUPPORT & GAS OPERATS			
SHARED SERVICES			
	888.52	6,238.72	174.25
TREASURER	888.52	6,238.72	174.25
	734.71	5,158.68	144.09
CASH MANAGEMENT	734.71	5,158.68	144.09
	1,221.50	367.95	32.47
CORPORATE RISK MANAGEMENT/INSURANCE	1,221.50	367.95	32.47
	8,419.54	2,536.22	223.91
INVESTOR SERVICES	8,419.54	2,536.22	223.91
	2,035.31	613.10	54.13
COMMUNICATIONS	2,035.31	613.10	54.13
	6,859.71	2,066.35	182.43
ADVERTISING & BRAND EQUITY	6,859.71	2,066.35	182.43
	567.09	1,134.21	2,665.36
STRATEGIC PLANNING	567.09	1,134.21	2,665.36
	1,080.82	7,588.97	211.97
FINANCE/CASH MANAGEMENT	1,080.82	7,588.97	211.97
	1,317.11	396.75	35.03
INVESTOR RELATIONS	1,317.11	396.75	35.03
	3,397.76	1,023.51	90.36
EVP - REGULATORY	3,397.76	1,023.51	90.36
VP - REGULATORY POLICY			
	1,771.46	533.62	47.11

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FINANCE/CASH MANAGEMENT	34,482.83	215,425.50
	6,609.03	130,859.05
INVESTOR RELATIONS	6,609.03	130,859.05
	17,049.48	337,579.78
EVP - REGULATORY	17,049.48	337,579.78
		1,206,261.93
VP - REGULATORY POLICY		1,206,261.93
		(80.49)
	8,888.99	176,001.79
BRANDING/PROMOTIONS	8,888.99	175,921.30
		109,148.56
REGULATORY RELATIONS AUSTIN		109,148.56
	39,341.90	287,660.04
SR VP HUMAN RESOURCES	39,341.90	287,660.04
	947.55	18,761.84
HR-ALLOCATED EXECUTIVE BENEFITS	947.55	18,761.84
		448,262.24
		(10.92)
AUDIT SERVICES		448,251.32
	46,654.49	291,465.72
CHIEF RISK OFFICER	46,654.49	291,465.72
	1,238,535.49	17,614,306.72

Corp Services

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CENTERPOINT ENERGY, INC.

CORPORATE SERVICES CHARGED TO SBUS:
Third Quarter 2002

NOTES

Sr Exec = Senior Executive
Infor Tech & Supp Services = Information Technology & Support Services
Corp = Corporate
CEO = Chief Executive Officer
HR = Human Resources
Acct. = Accounting
VP = Vice President
SR VP = Senior Vice President

REI Corp OH refers to the allocation of corporate overhead to the business units.

REI Legislative Adv refers to the allocation of regulatory related charges to the business units.

Amounts in parentheses represent credits sent to business units.

Corp Services

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CENTERPOINT ENERGY, INC.

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SUPPORT SERVICES CHARGED TO SBUS:
Third Quarter 2002

			TDU	GENCO
			CNP HOUSTON ELECTRIC, LLC	TEXA GENCO,
SUM OF AMOUNT			PACC	
Cost ctr	Cost elem.	Cost element name	0003	000
	156101	642058 Facility Mgmt-Fixed		
		642071 Fleet Allocation	(2.80)	
		643502 Fleet Pool Vehicles	(12.33)	
FM CORP REAL EST & FAC MGMT - CENTER MGR	156101 TOTAL		(15.13)	
	156102	642071 Fleet Allocation	(2.33)	
		643502 Fleet Pool Vehicles	(11.08)	
		643505 Facility ED&C Svcs	159,198.82	13,55
FM PROJECT MANAGEMENT	156102 TOTAL		159,185.41	13,55
	156104	642071 Fleet Allocation	(0.50)	
		643502 Fleet Pool Vehicles	(2.13)	
FM BLDG OPN - HOU DIV MGR	156104 TOTAL		(2.63)	
	156105	642058 Facility Mgmt-Fixed	187,746.90	
FM BLDG OPN - N ZONE HOUSTON	156105 TOTAL		187,746.90	
	156106	621016 Fleet Maint	(3,906.54)	
		642071 Fleet Allocation	(1,063.81)	
		643501 Fleet Fuel	(399.32)	
		643512 Shop Services	(370.00)	
FM BLDG OPN - C ZONE HOUSTON	156106 TOTAL		(5,739.67)	
	156107	621016 Fleet Maint	(2,314.04)	
		642058 Facility Mgmt-Fixed	57,711.43	30,68
		642071 Fleet Allocation	(576.72)	
		643501 Fleet Fuel	(1.28)	
FM BLDG OPN - S ZONE HOUSTON	156107 TOTAL		54,819.39	30,68
	156108	642059 Facility O&M	350,589.80	33,66
		642060 Security Services	10,373.35	99
		642071 Fleet Allocation	(61.47)	
		643502 Fleet Pool Vehicles	(255.23)	
FM 1111 LOUISIANA	156108 TOTAL		360,646.45	34,65
	156109	643528 Technical Support	(816.89)	
FM IBSC FACILITY	156109 TOTAL		(816.89)	
	156110	642059 Facility O&M	47,670.60	
		642060 Security Services	10,730.15	
FM TRAVIS TOWER	156110 TOTAL		58,400.75	
	156111	642059 Facility O&M	574,617.42	
		642060 Security Services	24,334.77	
FM ECDC	156111 TOTAL		598,952.19	
	156120	642119 Payroll Services	(62,959.39)	(32,23
		643535 Payroll Services	153,273.52	75,62
FS PAYROLL PROCESSING	156120 TOTAL		90,314.13	43,38
	156121	643543 Check Printing	347.82	
FS CHECK PRINTING	156121 TOTAL		347.82	
	156122	643533 SS Fin Svcs Hours		59
		643537 RemittanceProcessing	51,436.30	
FS REMITTANCE PROCESSING	156122 TOTAL		51,436.30	59

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	156123	642050	Fin Trans Variable	22,875.43	1,34
		642052	Fin Trans Fixed	8,868.63	40
FS BANK RECON / ESCHEAT	156123 TOTAL			31,744.06	1,74
	156130	642057	Ofc Supp Svcs-Fixed		
		642071	Fleet Allocation	(6.10)	
		643502	Fleet Pool Vehicles	(25.80)	
OSS OFFICE SUPPORT SERVICES MGMT	156130 TOTAL			(31.90)	
	156131	642057	Ofc Supp Svcs-Fixed		
		642071	Fleet Allocation	(1.68)	
		643502	Fleet Pool Vehicles	(8.23)	
OSS HOUSTON FINANCE & ADMIN	156131 TOTAL			(9.91)	
	156132	643542	Mail Services	24,625.30	7,64
OSS HOUSTON MAIL SERVICES	156132 TOTAL			24,625.30	7,64
	156133	643509	Cust Billings/Insert	1,215.24	
OSS HOUSTON CUSTOMER BILLS	156133 TOTAL			1,215.24	
	156135	642071	Fleet Allocation	(0.33)	
		642098	Records Management	28,782.73	5,87
		643502	Fleet Pool Vehicles	(1.63)	
OSS HOUSTON RECORD ARCHIVES	156135 TOTAL			28,780.77	5,87
	156136	642090	Forms Design & Mgmt	15,044.31	9,79
		643526	Forms Design & Mgmt	438.29	40
OSS HOUSTON FORMS	156136 TOTAL			15,482.60	10,19
	156137	642071	Fleet Allocation	(0.35)	
		643502	Fleet Pool Vehicles	(1.76)	
		643519	Graphics	57,489.46	6,98
OSS HOUSTON GRAPHICS	156137 TOTAL			57,487.35	6,98
	156139	642071	Fleet Allocation	(2.09)	
		643502	Fleet Pool Vehicles	(7.32)	
		643524	Document Services	91,342.00	41,22
OSS HOUSTON COPY CENTERS	156139 TOTAL			91,332.59	41,22
	156140	643536	Convenience Copiers	6,562.15	2,32
OSS HOUSTON CONVENIENCE COPIERS	156140 TOTAL			6,562.15	2,32
	156145	642066	Purch & Matls Mgmt	49,661.27	
P&L PURCHASING & LOGISTICS MGR	156145 TOTAL			49,661.27	
	156146	642061	Purch/Contract Svcs		
		642071	Fleet Allocation	(15.53)	

CERC	CERC	CERC	CERC	CERC
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CNP FIELD SERVICES, INC	CENTERPOINT ENERGY ARKLA	CNP MARKETING, INC	CENTERPOINT ENERGY ENTEX	CNP GAS MARKETING C
-----	-----	-----	-----	-----
0036	0062	0077	0082	0099
-----	-----	-----	-----	-----

2,672.79

FM CORP REAL EST & FAC
MGMT - CENTER MGR

2,672.79

	2,324.07		3,448.62	149.94
FM PROJECT MANAGEMENT	2,324.07		3,448.62	149.94

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FM BLDG OPN - HOU DIV MGR

FM BLDG OPN - N ZONE HOUSTON

FM BLDG OPN - C ZONE HOUSTON

FM BLDG OPN - S ZONE HOUSTON

14,455.48 251,055.02
427.72 7,428.29

FM 1111 LOUISIANA

14,883.20 258,483.31

FM IBSC FACILITY

20,007.09
4,503.38

FM TRAVIS TOWER

24,510.47

FM ECDC

(2,180.50) (23,396.14) (687.54) (41,959.83) (176.80)

5,011.00 56,030.09 1,528.30 101,130.26 422.38

FS PAYROLL PROCESSING

2,830.50 32,633.95 840.76 59,170.43 245.58

6,248.98 8.06 17.98

FS CHECK PRINTING

6,248.98 8.06 17.98

955.58

164,412.80 341,383.85

FS REMITTANCE PROCESSING

955.58 164,412.80 341,383.85

1,345.61 16,147.36 4,036.84 56,515.76

403.11 8,868.63 10,078.02

FS BANK RECON / ESCHEAT

1,748.72 25,015.99 4,036.84 66,593.78

6,850.75

OSS OFFICE SUPPORT

SERVICES MGMT

6,850.75

1,389.08

OSS HOUSTON FINANCE & ADMIN

1,389.08

315.56 4,274.65

22,918.64

OSS HOUSTON MAIL SERVICES

315.56 4,274.65

22,918.64

101,098.62 211,872.42

OSS HOUSTON CUSTOMER BILLS

101,098.62 211,872.42

13,229.23

OSS HOUSTON RECORD

ARCHIVES

102.00 968.94 13,229.23

27,691.71

2,994.85

OSS HOUSTON FORMS

102.00 968.94 30,686.56

690.16 34,670.20

OSS HOUSTON GRAPHICS

690.16 34,670.20

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		3,142.00	32,259.00
OSS HOUSTON COPY CENTERS		3,142.00	32,259.00
	42.00		8,095.15
OSS HOUSTON CONVENIENCE COPIERS	42.00		8,095.15
P&L PURCHASING & LOGISTICS MGR		42,784.52	47,288.15

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Support Services

CENTERPOINT ENERGY, INC.

SUPPORT SERVICES CHARGED TO SBUS:
Third Quarter 2002

			TDU	GENCO
			CNP HOUSTON ELECTRIC, LLC	TEXAS GENCO,
SUM OF AMOUNT			PACC	
Cost ctr	Cost elem.	Cost element name	0003	000
P&L LDC PURCHASING SUPPORT	156146 TOTAL	643502 Fleet Pool Vehicles	(66.02)	
	156147	642061 Purch/Contract Svcs	(81.55)	
		642071 Fleet Allocation	(0.17)	
		643502 Fleet Pool Vehicles	(0.88)	
P&L GAS DISTIRIB & TRANSP MGR	156147 TOTAL		(1.05)	
	156148	642061 Purch/Contract Svcs	19,527.02	
		642071 Fleet Allocation	(0.68)	
		643502 Fleet Pool Vehicles	(2.63)	
P&L CORP PURCHASING	156148 TOTAL		19,523.71	
	156149	642051 Investment Recovery	43,036.26	
P&L INVESTMENT RECOVERY	156149 TOTAL		43,036.26	
	156150	642071 Fleet Allocation	(1.32)	
		643502 Fleet Pool Vehicles	(6.03)	
P&L CORP PURCHASING MGR	156150 TOTAL		(7.35)	
	156151	642066 Purch & Matls Mgmt	95,468.16	79,55
		642071 Fleet Allocation	(10.48)	
		643502 Fleet Pool Vehicles	(38.29)	
P&L E: PROCUREMENT	156151 TOTAL		95,419.39	79,55
	156152	642061 Purch/Contract Svcs	18,375.96	12,49
		642071 Fleet Allocation	6,218.55	
		643502 Fleet Pool Vehicles	30,518.76	
P&L SUPPLIER DIVERSITY	156152 TOTAL		55,113.27	12,49
	156153	642124 AP Services	16,281.27	9,88
		643529 Accounts Payable Svcs	76,539.18	54,11
P&L ACCOUNTS PAYABLE PROC	156153 TOTAL		92,820.45	63,99

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	156160	642060	Security Services	134,786.70	22,88
		642071	Fleet Allocation	(0.17)	
		643502	Fleet Pool Vehicles	(0.88)	
SEC SECURITY MANAGER	156160 TOTAL			134,785.65	22,88
	156161	642060	Security Services	151,704.12	11,37
		642071	Fleet Allocation	(1,241.60)	
		643501	Fleet Fuel	(4,874.90)	
SEC CENTRAL MONITORING/PATROL SERVICES	156161 TOTAL			145,587.62	11,37
	156171	642053	Sh Srv Adm & X-Chgs	89,735.77	12,25
SS SH SRVS ADMIN	156171 TOTAL			89,735.77	12,25
	156172	642053	Sh Srv Adm & X-Chgs	46,435.11	6,43
SS SH SRVS X-CHARGES	156172 TOTAL			46,435.11	6,43
	156173	642053	Sh Srv Adm & X-Chgs	58,414.05	8,10
SS IT X-CHARGES	156173 TOTAL			58,414.05	8,10
	156174	621011	Info Technology	(375.00)	
		642053	Sh Srv Adm & X-Chgs	21,588.35	2,99
SS CORP SRVS X-CHARGES	156174 TOTAL			21,213.35	2,99
	GRAND TOTAL			2,664,119.22	418,99

	CERC	CERC	CERC	CERC	CERC
	-----	-----	-----	-----	-----
	CNP FIELD SERVICES, INC	CENTERPOINT ENERGY ARKLA	CNP MARKETING, INC	CENTERPOINT ENERGY ENTEX	CNP GAS MARKETING C
	-----	-----	-----	-----	-----
	0036	0062	0077	0082	0099
	-----	-----	-----	-----	-----

P&L LDC PURCHASING SUPPORT		42,784.52		47,288.15
		5,150.52		39,916.56
P&L GAS DISTIRIB & TRANSP MGR		5,150.52		39,916.56
		1,775.19		10,651.10
P&L CORP PURCHASING		1,775.19		10,651.10
		2,732.47		5,464.92
P&L INVESTMENT RECOVERY		2,732.47		5,464.92
P&L CORP PURCHASING MGR		13,259.46		26,518.92
P&L E: PROCUREMENT		13,259.46		26,518.92
		5,880.31		7,350.37
P&L SUPPLIER DIVERSITY		5,880.31		7,350.37
	290.73	581.46		872.22
P&L ACCOUNTS PAYABLE PROC	6,853.76	96,727.90		150,563.66
	7,144.49	97,309.36		151,435.88
	5,086.30			5,086.30
SEC SECURITY MANAGER	5,086.30			5,086.30

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11,377.81

SEC CENTRAL MONITORING/PATROL SERVICES				11,377.81	
	881.33	17,012.41		26,653.66	
SS SH SRVS ADMIN	881.33	17,012.41		26,653.66	
	850.98	8,164.68	23.01	21,596.13	
SS SH SRVS X-CHARGES	850.98	8,164.68	23.01	21,596.13	
	1,070.49	15,647.95	28.93	27,167.30	
SS IT X-CHARGES	1,070.49	15,647.95	28.93	27,167.30	
	395.63	3,795.87	10.69	10,040.35	
SS CORP SRVS X-CHARGES	395.63	3,795.87	10.69	10,040.35	
	38,630.85	562,911.45	4,948.29	1,497,887.09	395.52

NOTES

FM = Facilities Management
 FS = Financial Services
 OSS = Other Support Services
 P&L = Purchasing & Logistics
 SEC = Security
 SS = Additional Support Services

Amounts in parentheses represent credits sent to business units.

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Support Services

CENTERPOINT ENERGY, INC.

INFORMATION TECHNOLOGY SERVICES CHARGED TO SBUS:
 Third Quarter 2002

	Sum of Amount			
	-----	-----	-----	-----
Cost ctr	Cost elem.	Cost element name		00
-----	-----	-----		-----
	156200	621011	Info Technology	
		642069	IT Allocations	
		642071	Fleet Allocation	
		643502	Fleet Pool Vehicles	
IT ADMINISTRATION	156200	TOTAL		
	156202	642071	Fleet Allocation	
		643502	Fleet Pool Vehicles	
IT NCS LAN SERVERS	156202	TOTAL		
	156204	621016	Fleet Maint	
		621017	Fleet Adj, Damg, Mod	
		621019	Fleet Services	
		642071	Fleet Allocation	
		643501	Fleet Fuel	
		643502	Fleet Pool Vehicles	
IT NCS NTWK LABOR	156204	TOTAL		
	156210	621011	Info Technology	

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		621016	Fleet Maint
		642071	Fleet Allocation
		643501	Fleet Fuel
IT SD SAP ADMIN	156210	TOTAL	
	156213	643004	Billable Hours
IT SD SAP ESD	156213	TOTAL	
	156215	642071	Fleet Allocation
		643502	Fleet Pool Vehicles
IT NCS SEC/DIS REC	156215	TOTAL	
	156216	642071	Fleet Allocation
		643004	Billable Hours
		643502	Fleet Pool Vehicles
IT SD STRAT DATA SVS	156216	TOTAL	
	156217	642071	Fleet Allocation
		643502	Fleet Pool Vehicles
IT NCS MESSAGING	156217	TOTAL	
	156218	643502	Fleet Pool Vehicles
FINANCE & ADMINISTRATION	156218	TOTAL	
	156220	643004	Billable Hours
IT SAP-FINANCE APPLICATION	156220	TOTAL	
	156222	621016	Fleet Maint
		642071	Fleet Allocation
		643501	Fleet Fuel
		643502	Fleet Pool Vehicles
IT NCS DESKTOP SVCS	156222	TOTAL	
	156226	642071	Fleet Allocation
		643004	Billable Hours
		643502	Fleet Pool Vehicles
CENTERPOINT ENERGY TDU	156226	TOTAL	
	156227	642071	Fleet Allocation
		643004	Billable Hours
		643502	Fleet Pool Vehicles
IT SD CORP APPS	156227	TOTAL	
	156232	621016	Fleet Maint
		621017	Fleet Adj, Damg, Mod
		642071	Fleet Allocation
		643501	Fleet Fuel
IT NCS TCOM-BUS DEV	156232	TOTAL	
	156240	642069	IT Allocations
		642071	Fleet Allocation
		643004	Billable Hours
		643502	Fleet Pool Vehicles
IT SD TOOLS SUPPORT	156240	TOTAL	
	156244	642071	Fleet Allocation

CERC	CERC
CNP GAS TRANSMISSION CO	CENTERPOINT ENERGY ARKLA
-----	-----
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0027	0062
-----	-----

	(6,728.11)	(5,504.83)
IT ADMINISTRATION	(6,728.11)	(5,504.83)

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IT NCS LAN SERVERS

IT NCS NTWK LABOR

IT SD SAP ADMIN

623.36

IT SD SAP ESD

623.36

IT NCS SEC/DIS REC

(879.56)

IT SD STRAT DATA SVS

(879.56)

IT NCS MESSAGING

FINANCE & ADMINISTRATION

IT SAP-FINANCE APPLICATION

IT NCS DESKTOP SVCS

CENTERPOINT ENERGY TDU

IT SD CORP APPS

IT NCS TCOM-BUS DEV

8,792.41

4,145.54

IT SD TOOLS SUPPORT

8,792.41

4,145.54

CERC
MINNEGASCO (SS - INTERIM)

TOTAL TDU, GENCO
& CERC ONLY

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	----- 9072 -----	----- GRAND TOTAL -----
		(1,870.32)
	(21,945.82)	(34,178.76)
		(10.08)
		(36.06)
IT ADMINISTRATION	(21,945.82)	(36,095.22)
		(3.91)
		(18.99)
IT NCS LAN SERVERS		(22.90)
		(12,984.72)
		(503.07)
		(494.82)
		(5,367.66)
		(7,320.31)
		(64.00)
IT NCS NTWK LABOR		(26,734.58)
		(300,000.00)
		(481.57)
		(217.36)
		(311.23)
IT SD SAP ADMIN		(301,010.16)
		623.36
IT SD SAP ESD		623.36
		(9.35)
		(40.39)
IT NCS SEC/DIS REC		(49.74)
		(7.39)
		(559.72)
		(26.73)
IT SD STRAT DATA SVS		(593.84)
		(5.59)
		(25.39)
IT NCS MESSAGING		(30.98)
		(0.88)
FINANCE & ADMINISTRATION		(0.88)
		1,870.32
IT SAP-FINANCE APPLICATION		1,870.32
		(1,713.18)
		(668.65)
		(808.34)
		(171.69)
IT NCS DESKTOP SVCS		(3,361.86)
		(2.91)
		45,741.47
		(12.27)
CENTERPOINT ENERGY TDU		45,726.29
		(0.17)
		(0.00)
		(0.88)
IT SD CORP APPS		(1.05)
		(1,440.34)
		(224.65)
		(743.52)
		(1,430.97)
IT NCS TCOM-BUS DEV		(3,839.48)
	16,331.54	29,269.49
		(0.41)
		33.88
		(1.76)

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IT SD TOOLS SUPPORT

16,331.54

29,301.20
(2.88)

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Infor Tech Services

CENTERPOINT ENERGY, INC.

INFORMATION TECHNOLOGY SERVICES CHARGED TO SBUS:
Third Quarter 2002

	Sum of Amount		CNP HOUSTON
			PaCC
	Cost ctr	Cost elem.	Cost element name
		643502	Fleet Pool Vehicles
IT PTO-PROJECTS	156244	TOTAL	
	156246	642069	IT Allocations
IT MAINFRAME DATA STORAGE	156246	TOTAL	
	156248	642069	IT Allocations
IT MAINFRAME CPU UTILIZATION LEGACY	156248	TOTAL	
	156251	621023	Shops
		641002	Stores Overhead
		643528	Technical Support
IT DATA CIRCUIT MANAGEMENT	156251	TOTAL	
	156256	621023	Shops
		642071	Fleet Allocation
		643502	Fleet Pool Vehicles
IT TELEPHONE - BASIC LINE	156256	TOTAL	
	156260	642071	Fleet Allocation
		643502	Fleet Pool Vehicles
IT VOICE SERVICES - MAC'S	156260	TOTAL	
	156264	642071	Fleet Allocation
		643502	Fleet Pool Vehicles
IT SD SAP CCS	156264	TOTAL	
	156286	642069	IT Allocations
		642071	Fleet Allocation
		643502	Fleet Pool Vehicles
IT PTO-TECH/SERVICES	156286	TOTAL	
	156290	642071	Fleet Allocation
		643502	Fleet Pool Vehicles
IT NCS NERVE CENTER	156290	TOTAL	
	156291	621016	Fleet Maint
		642071	Fleet Allocation
		643501	Fleet Fuel
IT DIST. COMP. BASIC LINE	156291	TOTAL	
	156292	642071	Fleet Allocation
		643502	Fleet Pool Vehicles
IT SD SUPPORT	156292	TOTAL	
	156298	642057	Ofc Supp Svcs-Fixed
		642088	Convenience Copiers
		642097	Mail Services
		642098	Records Management
IT ALLOCATIONS FROM SS	156298	TOTAL	
			Grand Total

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	CERC CNP GAS TRANSMISSION CO ----- ----- 0027 -----	CERC CENTERPOINT ENERGY ARKLA ----- ----- 0062 -----
IT PTO-PROJECTS		(91.83)
IT MAINFRAME DATA STORAGE		(91.83)
IT MAINFRAME CPU UTILIZATION LEGACY		(3,656.41)
IT DATA CIRCUIT MANAGEMENT		(3,656.41)
IT TELEPHONE - BASIC LINE		
IT VOICE SERVICES - MAC'S		
IT SD SAP CCS	9,086.95	11,871.66
IT PTO-TECH/SERVICES	9,086.95	11,871.66
IT NCS NERVE CENTER		
IT DIST. COMP. BASIC LINE		
IT SD SUPPORT		(453.89)
		(341.50)
		(1,109.88)
		(90.44)
IT ALLOCATIONS FROM SS	11,151.25	(1,995.71)
		4,512.22
	CERC MINNEGASCO (SS - INTERIM) ----- ----- 9072	TOTAL TDU, GENCO & CERC ONLY ----- ----- GRAND TOTAL

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			(11.42)
IT PTO-PROJECTS			(14.30)
			(91.83)
IT MAINFRAME DATA STORAGE			(91.83)
			(3,656.41)
IT MAINFRAME CPU UTILIZATION LEGACY			(3,656.41)
			(38,425.99)
			(249.10)
			(7,513.66)
IT DATA CIRCUIT MANAGEMENT			(46,188.75)
			(10,177.81)
			(0.22)
			(0.88)
IT TELEPHONE - BASIC LINE			(10,178.91)
			(0.35)
			(1.75)
IT VOICE SERVICES - MAC'S			(2.10)
			(0.24)
			(0.88)
IT SD SAP CCS			(1.12)
	47,901.94	68,860.55	(0.99)
			(3.51)
IT PTO-TECH/SERVICES	47,901.94	68,856.05	(2.43)
			(9.65)
			(12.08)
IT NCS NERVE CENTER			(1,387.41)
			(542.27)
			(776.79)
IT DIST. COMP. BASIC LINE			(2,706.47)
			(0.07)
			(0.88)
IT SD SUPPORT			(0.95)
			(453.89)
			(341.50)
			(1,109.88)
			(90.44)
IT ALLOCATIONS FROM SS			(1,995.71)
	42,287.66	(290,212.10)	

Notes

IT = Information Technolgy
NCS = Network and Computing Services
SAP = Accounting software

Amounts in parentheses represent credits sent to business units.

Infor Tech Services