

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

None.

PART III

Item 10. *Directors and Executive Officers*

The information called for by Item 10, to the extent not set forth in "Executive Officers of Reliant Energy" in Item 1, is or will be set forth in the definitive proxy statement relating to Reliant Energy's 2002 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 10 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

Item 11. *Executive Compensation*

The information called for by Item 11 is or will be set forth in the definitive proxy statement relating to Reliant Energy's 2002 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 11 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

Item 12. *Security Ownership of Certain Beneficial Owners and Management*

The information called for by Item 12 is or will be set forth in the definitive proxy statement relating to Reliant Energy's 2002 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 12 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

Item 13. *Certain Relationships and Related Transactions*

The information called for by Item 13 is or will be set forth in the definitive proxy statement relating to Reliant Energy's 2002 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 13 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

PART IV

Item 14. *Exhibits, Financial Statement Schedules and Reports on Form 8-K*

(a) (1) *Financial Statements.*

Statements of Consolidated Income for the Three Years Ended December 31, 2001	133
Statements of Consolidated Comprehensive Income for the Three Years Ended December 31, 2001	134
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Statements of Consolidated Cash Flows for the Three Years Ended December 31, 2001	136
Statements of Consolidated Stockholders' Equity for the Three Years Ended December 31, 2001	137
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(a) (2) *Financial Statement Schedules for the Three Years Ended December 31, 2001.*

II — Reserves	223
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The following schedules are omitted because of the absence of the conditions under which they are required or because the required information is included in the financial statements:

I, III, IV and V.

(a) (3) Exhibits.

See Index of Exhibits on page 225, which index also includes the management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601(b)(10)(iii) of Regulation S-K.

(b) Reports on Form 8-K.

On December 18, 2001, we filed a Current Report on Form 8-K dated December 17, 2001 announcing shareholder approval of our corporate restructuring.

On January 11, 2002, we filed a Current Report on Form 8-K dated December 18, 2001 relating to the execution of a settlement agreement regarding European stranded cost indemnification.

On February 5, 2002, we filed a Current Report on Form 8-K dated February 5, 2002 regarding a delay in the release of earnings and restatement of 2001 results.

On March 6, 2002, we filed a Current Report on Form 8-K dated February 19, 2002 regarding Reliant Resources' acquisition of Orion Power Holdings, Inc.

On March 15, 2002, we filed a Current Report on Form 8-K dated March 15, 2002 regarding our 2001 earnings and the effects of our restatement.

On April 5, 2002, we filed a Current Report on Form 8-K regarding an SEC informal inquiry.

RELIANT ENERGY, INCORPORATED AND SUBSIDIARIES

SCHEDULE II — RESERVES
For the Three Years Ended December 31, 2001

Column A	Column B	Column C		Column D	Column E
Description	Balance at Beginning of Period	Additions		Deductions from Reserves(2)	Balance at End of Period
		Charged to Income(2)	Charged to Other Accounts(1)		
		(Thousands of dollars)			
Year Ended December 31, 2001:					
Accumulated provisions:					
Uncollectible accounts receivable	\$89,132	\$ 89,551	\$ 1,455	\$44,383	\$135,755
Reserves deducted from trading and marketing assets	66,132	31,717	—	—	97,849
Reserves for accrue-in-advance major maintenance	27,075	2,383	(663)	9,419	19,376
Reserves for inventory	7,227	123	(6,424)	348	578
Reserves for severance	45,162	6,439	(1,802)	28,553	21,246
Deferred tax asset valuation allowance	67,937	(36,866)	—	—	31,071
Year Ended December 31, 2000:					
Accumulated provisions:					
Uncollectible accounts receivable	33,519	79,619	(597)	23,409	89,132
Reserves deducted from trading and marketing assets	11,511	54,621	—	—	66,132
Reserves for accrue-in-advance major maintenance	47,809	41,306	(787)	61,253	27,075
Reserves for inventory	5,806	372	17,053	16,004	7,227
Reserves for severance	29,506	5,467	20,065	9,876	45,162
Deferred tax asset valuation allowance	19,139	48,798	—	—	67,937
Year Ended December 31, 1999:					
Accumulated provisions:					
Uncollectible accounts receivable	26,106	16,296	7,490	16,373	33,519
Reserves deducted from trading and marketing assets	6,464	5,047	—	—	11,511
Reserves for accrue-in-advance major maintenance	35,249	5,826	17,411	10,677	47,809
Reserves for inventory	6,574	72	—	840	5,806
Reserves for severance	33,954	232	18,080	22,760	29,506
Deferred tax asset valuation allowance	8,591	10,548	—	—	19,139

- (1) Charged to Other Accounts represents obligations acquired through business acquisitions.
- (2) Deductions from reserves represent losses or expenses for which the respective reserves were created. In the case of the uncollectible accounts reserve, such deductions are net of recoveries of amounts previously written off.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on the 3rd day of July, 2002.

RELIANT ENERGY, INCORPORATED
(Registrant)

By: /s/ R. STEVE LETBETTER
R. Steve Letbetter,
Chairman, President and Chief Executive Officer

RELIANT ENERGY, INCORPORATED
EXHIBITS TO THE ANNUAL REPORT ON FORM 10-K
For Fiscal Year Ended December 31, 2001

INDEX OF EXHIBITS

Exhibits not incorporated by reference to a prior filing are designated by a cross (†); all exhibits not so designated are incorporated herein by reference to a prior filing as indicated. Exhibits designated by an asterisk (*) are management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601(b)(10)(iii) of Regulation S-K.

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
2(a)(1)	— Agreement and Plan of Merger among former Houston Industries Incorporated ("HI"), Houston Lighting & Power ("HL&P" or "Reliant Energy"), HI Merger, Inc. and NorAm dated August 11, 1996	HI's Form 8-K dated August 11, 1996	1-7629	2
2(a)(2)	— Amendment to Agreement and Plan of Merger among HI, HL&P, HI Merger, Inc. and NorAm dated August 11, 1996	Registration Statement on Form S-4	333-11329	2(c)
2(b)(1)	— Share Subscription Agreement dated March 29, 1999 among Reliant Energy Wholesale Holdings (Europe) Inc., Provincie Noord Holland, Gemeente Amsterdam, N.V. Provinciaal En Gemeenelijk Utrechts Stroomleveringsdrijf, Reliant Energy Power Generation, Inc. and UNA	Form 10-Q for the quarter ended March 31, 1999	1-3187	10.2
2(b)(2)	— Share Purchase Agreement dated March 29, 1999 among Reliant Energy Wholesale Holdings (Europe) Inc., Provincie Noord Holland, Gemeente Amsterdam, N.V. Provinciaal En Gemeenelijk Utrechts Stroomleveringsdrijf, Reliant Energy Power Generation, Inc. and UNA	Form 10-Q for the quarter ended March 31, 1999	1-3187	10.3
2(b)(3)	— Deed of Amendment dated September 2, 1999 among Reliant Energy Wholesale Holdings (Europe) Inc., Provincie Noord Holland, Gemeente Amsterdam, N.V. Provinciaal En Gemeenelijk Utrechts Stroomleveringsdrijf, Reliant Energy Power Generation, Inc. and UNA	Form 10-K for the year ended December 31, 1999	1-3187	2(b)(3)
2(c)	— Purchase Agreement dated as of February 19, 2000 among Reliant Energy Power Generation, Inc., Reliant Energy, Sithe Energies, Inc. and Sithe Northeast Generating Company, Inc.	Form 10-K for the year ended December 31, 1999	1-3187	2(c)
2(d)	— Agreement and Plan of Merger dated as of September 26, 2001 by and among Reliant Resources, Inc., Reliant Energy Power Generation Merger Sub, Inc. and Orion Power Holdings, Inc. (incorporated by reference from Reliant Energy's Current Report on Form 8-K dated September 27, 2001), Exhibit 2.1, SEC File No. 1-3187	Form 10-Q for the quarter ended September 30, 2001	1-3187	2(a)

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
3(a)	— Restated Articles of Incorporation of Reliant Energy, restated as of September 1997	Form 10-K for the year ended December 31, 1997	1-3187	3(a)
3(b)	— Amendment to Restated Articles of Incorporation of Reliant Energy, as of May 5, 1999	Form 10-Q for the quarter ended March 31, 1999	1-3187	3(b)
3(c)	— Amended and Restated Bylaws of Reliant Energy adopted May 3, 2000	Form 10-Q for the quarter ended March 31, 2000	1-3187	3
3(d)	— Statement of Resolution Establishing Series of Shares designated Series C Preference Stock	Form 10-Q for the quarter ended March 31, 1998	1-3187	3(c)
3(e)	— Statement of Resolution Establishing Series of Shares designated Series D Preference Stock	Form 10-K for the year ended December 31, 1999	1-3187	3(e)
3(f)	— Statement of Resolution Establishing Series of Shares designated Series E Preference Stock	Form 10-K for the year ended December 31, 1999	1-3187	3(f)
3(g)	— Statement of Resolution Establishing Series of Shares designated Series F Preference Stock	Form 10-K for the year ended December 31, 1999	1-3187	3(g)
3(h)	— Articles/Certificate of Correction relating to the Statement of Resolution Establishing Series of Shares designated Series F Preference Stock	Form 10-K for the year ended December 31, 1999	1-3187	3(h)
3(i)	— Statement of Resolution Establishing Series of Shares designated Series G Preference Stock	Form 10-K for the year ended December 31, 1999	1-3187	3(i)
3(j)	— Statement of Resolution Establishing Series of Shares designated Series H Preference Stock	Form 10-Q for quarter ended June 30, 2000	1-3187	3(a)
3(k)	— Statement of Resolution Establishing Series of Shares designated Series I Preference Stock	Form 10-Q for quarter ended June 30, 2000	1-3187	3(b)
3(l)	— Statement of Resolution Establishing Series of Shares designated Series J Preference Stock	Form 10-Q for quarter ended June 30, 2000	1-3187	3(c)
3(m)	— Statement of Resolution Establishing Series of Shares designated Series K Preference Stock	Form 10-Q for quarter ended September 30, 2000	1-3187	3
3(n)	— Statement of Resolution Establishing Series of Shares designated Series L Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(n)
3(o)	— Statement of Resolution Establishing Series of Shares designated Series M Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(o)
3(p)	— Statement of Resolution Establishing Series of Shares designated Series N Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(p)
3(q)	— Statement of Resolution Establishing Series of Shares designated Series O Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(q)
3(r)	— Statement of Resolution Establishing Series of Shares designated Series P Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(r)

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
3(s)	— Statement of Resolution Establishing Series of Shares designated Series Q Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(s)
3(t)	— Statement of Resolution Establishing Series of Shares designated Series R Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(t)
3(u)	— Statement of Resolution Establishing Series of Shares designated Series S Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(u)
3(v)	— Statement of Resolution Establishing Series of Shares designated Series T Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(v)
3(w)	— Statement of Resolution Establishing Series of Shares designated Series U Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(w)
3(x)	— Statement of Resolution Establishing Series of Shares designated Series V Preference Stock	Form 10-K for the year ended December 31, 2000	1-3187	3(x)
3(y)	— Statement of Resolution Establishing Series of Shares designated Series W Preference Stock	Form 10-Q for the quarter ended June 30, 2001	1-3187	3(a)
3(z)	— Statement of Resolution Establishing Series of Shares designated Series X Preference Stock	Form 10-Q for the quarter ended June 30, 2001	1-3187	3(b)
4(a)(1)	— Mortgage and Deed of Trust, dated November 1, 1944 between HL&P and Chase Bank of Texas, National Association (formerly, South Texas Commercial National Bank of Houston), as Trustee, as amended and supplemented by 20 Supplemental Indentures thereto	Form S-7 of HL&P filed on August 25, 1977	2-59748	2(b)
4(a)(2)	— Twenty-First through Fiftieth Supplemental Indentures to Exhibit 4(a)(1)	HL&P's Form 10-K for the year ended December 31, 1989	1-3187	4(a)(2)
4(a)(3)	— Fifty-First Supplemental Indenture to Exhibit 4(a)(1) dated as of March 25, 1991	HL&P's Form 10-Q for the quarter ended June 30, 1991	1-3187	4(a)
4(a)(4)	— Fifty-Second through Fifty-Fifth Supplemental Indentures to Exhibit 4(a)(1) each dated as of March 1, 1992	HL&P's Form 10-Q for the quarter ended March 31, 1992	1-3187	4
4(a)(5)	— Fifty-Sixth and Fifty-Seventh Supplemental Indentures to Exhibit 4(a)(1) each dated as of October 1, 1992	HL&P's Form 10-Q for the quarter ended September 30, 1992	1-3187	4
4(a)(6)	— Fifty-Eighth and Fifty-Ninth Supplemental Indentures to Exhibit 4(a)(1) each dated as of March 1, 1993	HL&P's Form 10-Q for the quarter ended March 31, 1993	1-3187	4
4(a)(7)	— Sixtieth Supplemental Indenture to Exhibit 4(a)(1) dated as of July 1, 1993	HL&P's Form 10-Q for the quarter ended June 30, 1993	1-3187	4

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
4(a)(8)	— Sixty-First through Sixty-Third Supplemental Indentures to Exhibit 4(a)(1) each dated as of December 1, 1993	HL&P's Form 10-K for the year ended December 31, 1993	1-3187	4(a)(8)
4(a)(9)	— Sixty-Fourth and Sixty-Fifth Supplemental Indentures to Exhibit 4(a)(1) each dated as of July 1, 1995	HL&P's Form 10-K for the year ended December 31, 1995	1-3187	4(a)(9)
4(b)(1)	— Rights Agreement, dated July 11, 1990, between the Company and Texas Commerce Bank, National Association, as Rights Agent (Rights Agent), which includes form of Statement of Resolution Establishing Series of Shares designated Series A Preference Stock and form of Rights Certificate	HI's Form 8-K dated July 11, 1990	1-7629	4(a)(1)
4(b)(2)	— Agreement and Appointment of Agent, dated as of July 11, 1990, between the Company and the Rights Agent	HI's Form 8-K dated July 11, 1990	1-7629	4(a)(2)
4(b)(3)	— Form of Amended and Restated Rights Agreement executed on August 6, 1997, including form of Statement of Resolution Establishing Series of Shares Designated Series A Preference Stock and form of Rights Agreement	Registration Statement on Form S-4	333-11329	4(b)(1)
4(b)(4)	— Amendment No. 1 to Rights Agreement, dated as of May 8, 2000, between Reliant Energy and Chase Bank of Texas, National Association as Rights Agent	Form 10-Q for the quarter ended March 31, 2000	1-3187	4
4(c)	— Indenture, dated as of April 1, 1991, between the Company and NationsBank of Texas, National Association, as Trustee	HI's Form 10-Q for the quarter ended June 30, 1991	1-7629	4(b)

Pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, Reliant Energy has not filed as exhibits to this Form 10-K certain long-term debt instruments, including indentures, under which the total amount of securities authorized do not exceed 10% of the total assets of Reliant Energy and its subsidiaries on a consolidated basis. Reliant Energy hereby agrees to furnish a copy of any such instrument to the SEC upon request.

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
*10(a)(1)	— Executive Benefit Plan of the Company and First and Second Amendments thereto effective as of June 1, 1982, July 1, 1984, and May 7, 1986, respectively	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(a)(1), 10(a)(2), and 10(a)(3)
*10(a)(2)	— Third Amendment dated September 17, 1999 to the Executive Benefit Plan of the Company	Form 10-K for the year ended December 31, 2000	1-3187	10(a)(2)
*10(b)(1)	— Executive Incentive Compensation Plan of the Company effective as of January 1, 1982	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(b)

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
*10(b)(2)	— First Amendment to Exhibit 10(b)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(a)
*10(b)(3)	— Second Amendment to Exhibit 10(b)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(b)
*10(b)(4)	— Third Amendment to Exhibit 10(b)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(b)(4)
*10(b)(5)	— Fourth Amendment to Exhibit 10(b)(1) effective as of August 6, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(b)(5)
*10(c)(1)	— Executive Incentive Compensation Plan of the Company effective as of January 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(b)(1)
*10(c)(2)	— First Amendment to Exhibit 10(c)(1) effective as of January 1, 1985	HI's Form 10-K for the year ended December 31, 1988	1-7629	10(b)(3)
*10(c)(3)	— Second Amendment to Exhibit 10(c)(1) effective as of January 1, 1985	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(c)(3)
*10(c)(4)	— Third Amendment to Exhibit 10(c)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(b)
*10(c)(5)	— Fourth Amendment to Exhibit 10(c)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(c)(5)
*10(c)(6)	— Fifth Amendment to Exhibit 10(c)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(c)(6)
*10(c)(7)	— Sixth Amendment to Exhibit 10(c)(1) effective as of August 6, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(c)(7)
*10(d)	— Executive Incentive Compensation Plan of Houston Lighting & Power Company effective as of January 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(b)(2)
*10(e)(1)	— Executive Incentive Compensation Plan of the Company effective as of January 1, 1989	HI's Form 10-Q for the quarter ended June 30, 1989	1-7629	10(b)
*10(e)(2)	— First Amendment to Exhibit 10(e)(1) effective as of January 1, 1989	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(e)(2)
*10(e)(3)	— Second Amendment to Exhibit 10(e)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(c)
*10(e)(4)	— Third Amendment to Exhibit 10(e)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(c)(4)
*10(e)(5)	— Fourth Amendment to Exhibit 10(e)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(e)(5)
*10(f)(1)	— Executive Incentive Compensation Plan of the Company effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(b)
*10(f)(2)	— First Amendment to Exhibit 10(f)(1) effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(f)(2)
*10(f)(3)	— Second Amendment to Exhibit 10(f)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(d)
*10(f)(4)	— Third Amendment to Exhibit 10(f)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(f)(4)
*10(f)(5)	— Fourth Amendment to Exhibit 10(f)(1) effective as of January 1, 1993	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(f)(5)
*10(f)(6)	— Fifth Amendment to Exhibit 10(f)(1) effective in part, January 1, 1995, and in part, September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(f)(6)

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
*10(f)(7)	— Sixth Amendment to Exhibit 10(f)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(a)
*10(f)(8)	— Seventh Amendment to Exhibit 10(f)(1) effective as of January 1, 1996	HI's Form 10-Q for the quarter ended June 30, 1996	1-7629	10(a)
*10(f)(9)	— Eighth Amendment to Exhibit 10(f)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(a)
*10(f)(10)	— Ninth Amendment to Exhibit 10(f)(1) effective in part, January 1, 1997, and in part, January 1, 1998	Form 10-K for the year ended December 31, 1997	1-3187	10(f)(10)
*10(g)	— Benefit Restoration Plan of the Company, effective as of June 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(c)
*10(h)	— Benefit Restoration Plan of the Company as amended and restated effective as of January 1, 1988	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(g)(2)
*10(i)(1)	— Benefit Restoration Plan of the Company, as amended and restated effective as of July 1, 1991	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(g)(3)
*10(i)(2)	— First Amendment to Exhibit 10(i)(1) effective in part, August 6, 1997, in part, September 3, 1997, and in part, October 1, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(i)(2)
*10(j)(1)	— Deferred Compensation Plan of the Company effective as of September 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(d)
*10(j)(2)	— First Amendment to Exhibit 10(j)(1) effective as of September 1, 1985	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(d)(2)
*10(j)(3)	— Second Amendment to Exhibit 10(j)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(e)
*10(j)(4)	— Third Amendment to Exhibit 10(j)(1) effective as of June 2, 1993	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(h)(4)
*10(j)(5)	— Fourth Amendment to Exhibit 10(j)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(h)(5)
*10(j)(6)	— Fifth Amendment to Exhibit 10(j)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(d)
*10(j)(7)	— Sixth Amendment to Exhibit 10(j)(1) effective as of December 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(b)
*10(j)(8)	— Seventh Amendment to Exhibit 10(j)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(b)
*10(j)(9)	— Eighth Amendment to Exhibit 10(j)(1) effective as of September 1, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(j)(9)
*10(j)(10)	— Ninth Amendment to Exhibit 10(j)(1) effective as of September 3, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(j)(10)
*10(k)(1)	— Deferred Compensation Plan of the Company effective as of January 1, 1989	HI's Form 10-Q for the quarter ended June 30, 1989	1-7629	10(a)
*10(k)(2)	— First Amendment to Exhibit 10(k)(1) effective as of January 1, 1989	HI's Form 10-K for the year ended December 31, 1989	1-7629	10(e)(3)
*10(k)(3)	— Second Amendment to Exhibit 10(k)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(f)
*10(k)(4)	— Third Amendment to Exhibit 10(k)(1) effective as of June 2, 1993	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(i)(4)
*10(k)(5)	— Fourth Amendment to Exhibit 10(k)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(i)(5)

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
*10(k)(6)	— Fifth Amendment to Exhibit 10(k)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(c)
*10(k)(7)	— Sixth Amendment to Exhibit 10(k)(1) effective December 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(c)
*10(k)(8)	— Seventh Amendment to Exhibit 10(k)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(c)
*10(k)(9)	— Eighth Amendment to Exhibit 10(k)(1) effective in part October 1, 1997 and in part January 1, 1998	Form 10-K for the year ended December 31, 1997	1-3187	10(k)(9)
*10(k)(10)	— Ninth Amendment to Exhibit 10(k)(1) effective as of September 3, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(k)(10)
*10(l)(1)	— Deferred Compensation Plan of the Company effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(d)(3)
*10(l)(2)	— First Amendment to Exhibit 10(l)(1) effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(j)(2)
*10(l)(3)	— Second Amendment to Exhibit 10(l)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(g)
*10(l)(4)	— Third Amendment to Exhibit 10(l)(1) effective as of June 2, 1993	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(j)(4)
*10(l)(5)	— Fourth Amendment to Exhibit 10(l)(1) effective as of December 1, 1993	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(j)(5)
*10(l)(6)	— Fifth Amendment to Exhibit 10(l)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(j)(6)
*10(l)(7)	— Sixth Amendment to Exhibit 10(l)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(b)
*10(l)(8)	— Seventh Amendment to Exhibit 10(l)(1) effective as of December 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1996	1-7629	10(d)
*10(l)(9)	— Eighth Amendment to Exhibit 10(l)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(d)
*10(l)(10)	— Ninth Amendment to Exhibit 10(l)(1) effective in part August 6, 1997, in part October 1, 1997, and in part January 1, 1998	Form 10-K for the year ended December 31, 1997	1-3187	10(l)(10)
*10(l)(11)	— Tenth Amendment to Exhibit 10(l)(1) effective as of September 3, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(i)(11)
*10(m)(1)	— Long-Term Incentive Compensation Plan of the Company effective as of January 1, 1989	HI's Form 10-Q for the quarter ended June 30, 1989	1-7629	10(c)
*10(m)(2)	— First Amendment to Exhibit 10(m)(1) effective as of January 1, 1990	HI's Form 10-K for the year ended December 31, 1989	1-7629	10(f)(2)
*10(m)(3)	— Second Amendment to Exhibit 10(m)(1) effective as of December 22, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(k)(3)
*10(m)(4)	— Third Amendment to Exhibit 10(m)(1) effective as of August 6, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(m)(4)
*10(n)	— Form of stock option agreement for non-qualified stock options granted under the Company's 1989 Long-Term Incentive Compensation Plan	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(h)

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
*10(o)	— Forms of restricted stock agreement for restricted stock granted under the Company's 1989 Long-Term Incentive Compensation Plan	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(i)
*10(p)(1)	— 1994 Long-Term Incentive Compensation Plan of the Company effective as of January 1, 1994	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(n)(1)
*10(p)(2)	— Form of stock option agreement for non-qualified stock options granted under the Company's 1994 Long-Term Incentive Compensation Plan	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(n)(2)
*10(p)(3)	— First Amendment to Exhibit 10(p)(1) effective as of May 9, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(e)
*10(p)(4)	— Second Amendment to Exhibit 10(p)(1) effective as of August 6, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(p)(4)
*10(p)(5)	— Third Amendment to Exhibit 10(p)(1) effective as of January 1, 1998	Form 10-K for the year ended December 31, 1998	1-3187	10(p)(5)
*10(q)(1)	— Savings Restoration Plan of the Company Effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(f)
*10(q)(2)	— First Amendment to Exhibit 10(q)(1) effective as of January 1, 1992	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(l)(2)
*10(q)(3)	— Second Amendment to Exhibit 10(q)(1) effective in part, August 6, 1997, and in part, October 1, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(q)(3)
*10(r)(1)	— Director Benefits Plan, effective as of January 1, 1992	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(m)
*10(r)(2)	— First Amendment to Exhibit 10(r)(1) effective as of August 6, 1997	Form 10-K for the year ended December 31, 1998	1-7629	10(m)(1)
*10(s)(1)	— Executive Life Insurance Plan of the Company effective as of January 1, 1994	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(q)
*10(s)(2)	— First Amendment to Exhibit 10(s)(1) effective as of January 1, 1994	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10
*10(s)(3)	— Second Amendment to Exhibit 10(s)(1) effective as of August 6, 1997	Form 10-K for the year ended December 31, 1997	1-3187	10(s)(3)
*10(t)	— Employment and Supplemental Benefits Agreement between HL&P and Hugh Rice Kelly	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(f)
*10(u)(1)	— Houston Industries Incorporated Savings Trust between the Company and The Northern Trust Company, as Trustee (as amended and restated effective April 1, 1999)	Company's Form 10-K for the year ended December 31, 1995	1-7629	10(s)(4)
10(u)(2)	— Note Purchase Agreement between the Company and the ESOP Trustee, dated as of October 5, 1990	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(j)(3)
10(u)(3)	— Reliant Energy, Incorporated Master Retirement Trust (as amended and restated effective January 1, 1999 and renamed effective May 5, 1999)	Form 10-K for the year ended December 31, 1999	1-3187	10(u)(3)

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
10(u)(4)	— Contribution and Registration Agreement dated December 18, 2001 among the Company, CenterPoint Energy, Inc. and the Northern Trust Company, trustee under the Reliant Energy, Incorporated Master Retirement Trust	Form 10-K for the year ended December 31, 2001	1-3187	10(u)(4)
10(v)(1)	— Stockholder's Agreement dated as of July 6, 1995 between the Company and Time Warner Inc.	Schedule 13-D dated July 6, 1995	5-19351	2
10(v)(2)	— Amendment to Exhibit 10(v)(1) dated November 18, 1996	HI's Form 10-K for the year ended December 31, 1996	1-7629	10(x)(4)
*10(w)(1)	— Houston Industries Incorporated Executive Deferred Compensation Trust, effective as of December 19, 1995	Form 10-K for the year ended December 31, 1995	1-7629	10(7)
*10(w)(2)	— First Amendment to Exhibit 10(w)(1) effective as of August 6, 1997	Form 10-Q for the quarter ended June 30, 1998	1-3187	10
*10(x)	— Consulting Agreement, dated January 14, 1997, between the Company and Milton Carroll	HI's Form 10-K for the year ended December 31, 1996	1-7629	10(bb)
*10(y)	— Reliant Energy, Incorporated Common Stock Participation Plan for Designated New Employees and Non-Officer Employees effective as of March 4, 1998	Form 10-K for the year ended December 31, 2000	1-3187	10(y)
*10(z)	— Reliant Energy, Incorporated Annual Incentive Compensation Plan, as established effective January 1, 1999	Definitive Proxy Statement for 2000 Annual Meeting of Shareholders	1-3187	Appendix I
*10(aa)(1)	— Long Term Incentive Plan of Reliant Energy, Incorporated, effective as of January 1, 2001	Registration Statement on Form S-8 dated May 4, 2001	333-60260	4.6
*10(aa)(2)	— First Amendment to Long Term Incentive Plan of Reliant Energy, Incorporated, effective as of January 1, 2001	Registration Statement on Form S-8 dated May 4, 2001	333-60260	4.7
10(bb)(1)	— Master Separation Agreement entered into as of December 31, 2000 between Reliant Energy, Incorporated and Reliant Resources, Inc.	Form 10-Q for the quarter ended March 31, 2001	1-3187	10.1
10(bb)(2)	— Transition Services Agreement, dated as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Form 10-Q for the quarter ended March 31, 2001	1-3187	10.2
10(bb)(3)	— Technical Services Agreement, dated as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Form 10-Q for the quarter ended March 31, 2001	1-3187	10.3
10(bb)(4)	— Texas Genco Option Agreement, dated as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Form 10-Q for the quarter ended March 31, 2001	1-3187	10.4
10(bb)(5)	— Employee Matters Agreement, entered into as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Form 10-Q for the quarter ended March 31, 2001	1-3187	10.5

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
10(bb)(6)	— Retail Agreement, entered into as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Form 10-Q for the quarter ended March 31, 2001	1-3187	10.6
10(bb)(7)	— Registration Rights Agreement, dated as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Form 10-Q for the quarter ended March 31, 2001	1-3187	10.7
10(bb)(8)	— Tax Allocation Agreement, entered into as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Form 10-Q for the quarter ended March 31, 2001	1-3187	10.8
10(cc)	— \$2,500,000,000 Senior A Credit Agreement dated as of July 13, 2001 among Houston Industries FinanceCo LP, Reliant Energy, Incorporated and the lender thereto.	Form 10-K for the year ended December 31, 2001	1-3187	10(cc)
10(dd)	— \$1,800,000,000 Senior B Credit Agreement dated as of July 13, 2001 among Houston Industries FinanceCo LP, Reliant Energy, Incorporated and the lender parties thereto.	Form 10-K for the year ended December 31, 2001	1-3187	10(dd)
10(ee)	— \$400,000,000 Amended and Restated Revolving Credit and Competitive Advance Facilities Agreement dated as of July 13, 2001 among Reliant Energy, Incorporated and the banks named therein.	Form 10-K for the year ended December 31, 2001	1-3187	10(ee)
†*10(ff)	— Retention Agreement effective May 4, 2001 between Reliant Resources, Inc. and R. Steve Letbetter			
†*10(gg)	— Retention Agreement effective May 4, 2001 between Reliant Resources, Inc. and Robert W. Harvey			
†*10(hh)	— Retention Agreement effective May 4, 2001 between Reliant Resources, Inc. and Stephen W. Naeve			
†*10(ii)	— Retention Agreement effective May 4, 2001 between Reliant Resources, Inc. and Joe Bob Perkins			
†*10(jj)	— Retention Agreement effective October 15, 2001 between Reliant Energy, Incorporated and David G. Tees			
†*10(kk)	— Retention Agreement effective October 15, 2001 between Reliant Energy, Incorporated and Michael A. Reed			
†12	— Computation of Ratios of Earnings to Fixed Charges			
†21	— Subsidiaries of Reliant Energy			
†23	— Consent of Deloitte & Touche LLP			
†99	— Investor's Choice Plan Notice of Temporary Suspension of Stock Purchases			

Request No: COH3-2

CENTERPOINT ENERGY, INCORPORATED

PUC DOCKET NO. 29526

SOAH DOCKET NO. 473-04-4555

CITY OF HOUSTON

Q. Provide a copy of HL&P's Form 1 for 2001.

A. Non-confidential responsive documents are attached to this response as COH3-2 Attachment 1.

Sponsor: James Brian

Attachments: COH 3-2 Attachment 1 (REI HL&P FERC Form 1 for 2001)

THIS FILING IS (CHECK ONE BOX FOR EACH ITEM)	
Item 1: <input checked="" type="checkbox"/> An Initial (Original) Submission	OR <input type="checkbox"/> Resubmission No. _____
Item 2: <input type="checkbox"/> An Original Signed Form	OR <input type="checkbox"/> Conformed Copy

Form Approved
OMB No. 1902-0021
(Expires 3/31/2005)



FERC Form No. 1: ANNUAL REPORT OF MAJOR ELECTRIC UTILITIES, LICENSEES AND OTHERS

This report is mandatory under the Federal Power Act, Sections 3, 4(a), 304 and 309, and 18 CFR 141.1. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

Exact Legal Name of Respondent (Company) Reliant Energy HL&P	Year of Report Dec. 31, <u>2001</u>
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INSTRUCTIONS FOR FILING THE
FERC FORM NO. 1

GENERAL INFORMATION

I. Purpose

This form is a regulatory support requirement (18 CFR 141.1). It is designed to collect financial and operational information from major electric utilities, Licensees and others subject to the jurisdiction of the Federal Energy Regulatory Commission. This report is also secondarily considered to be a nonconfidential public use form supporting a statistical publication (Financial Statistics of Selected Electric Utilities), published by the Energy Information Administration.

II. Who Must Submit

Each major electric utility, licensee, or other, as classified in the Commission's Uniform System of Accounts Prescribed for Public Utilities and Licensees Subject to the Provisions of The Federal Power Act (18 CFR 101), must submit this form.

Note: Major means having, in each of the three previous calendar years, sales or transmission service that exceeds

one of the following:

- (1) one million megawatt hours of total annual sales,
- (2) 100 megawatt hours of annual sales for resale,
- (3) 500 megawatt hours of annual power exchanges delivered, or
- (4) 500 megawatt hours of annual wheeling for others (deliveries plus Losses).

III. What and Where to Submit

(a) Submit this form electronically through the Form 1 Submission Software and an original and six (6) conformed paper copies, properly filed in and attested, to:

Office of the Secretary
Federal Energy Regulatory Commission
888 First Street, NE.
Room 1A
Washington, DC 20426

Retain one copy of this report for your files.

Include with the original and each conformed paper copy of this form the subscription statement required by 18 C.F.R. 385.2011(c)(5). Paragraph (c)(5) of 18 C.F.R. 385.2011 requires each respondent submitting data electronically to file a subscription stating that the paper copies contain the same information as the electronic filing, that the signer knows the contents of the paper copies and electronic filing, and that the contents as stated in the copies and electronic filing are true to the best knowledge and belief of the signer.

(b) Submit, immediately upon publication, four (4) copies of the Latest annual report to stockholders and any annual financial or statistical report regularly prepared and distributed to bondholders, security analysts, or industry associations. (Do not include monthly and quarterly reports. Indicate by checking the appropriate box on Page 4, List of Schedules, if the reports to stockholders will be submitted or if no annual report to stockholders is prepared.) Mail these reports to:

Chief Accountant
Federal Energy Regulatory Commission
888 First Street, NE.
Washington, DC 20426

(c) For the CPA certification, submit with the original submission, or within 30 days after the filing date for this form, a Letter or report (not applicable to respondents classified as Class C or Class D prior to January 1, 1984):

(i) Attesting to the conformity, in all material aspects, of the below listed (schedules and) pages with the Commission's applicable Uniform Systems of Accounts (including applicable notes relating thereto and the Chief Accountant's published accounting releases), and

(ii) Signed by independent certified public accountants or an independent Licensed public accountant certified or Licensed by a regulatory authority of a State or other political subdivision of the U. S. (See 18 CFR 41.10-41.12 for specific qualifications.)

GENERAL INFORMATION (continued)

III. What and Where to Submit (Continued)

(c) Continued

Schedules	Reference Pages
Comparative Balance Sheet	110-113
Statement of Income	114-117
Statement of Retained Earnings	118-119
Statement of Cash Flows	120-121
Notes to Financial Statements	122-123

When accompanying this form, insert the Letter or report immediately following the cover sheet. When submitting after the filing date for this form, send the letter or report to the office of the Secretary at the address indicated at III (a).

Use the following format for the Letter or report unless unusual circumstances or conditions, explained in the Letter or report, demand that it be varied. Insert parenthetical phrases only when exceptions are reported.

In connection with our regular examination of the financial statements of _____ for the year ended on which we have reported separately under date of _____. We have also reviewed schedules _____ of PERC Form No. 1 for the year filed with the Federal Energy Regulatory Commission, for conformity in all material respects with the requirements of the Federal Energy Regulatory Commission as set forth in its applicable Uniform System of Accounts and published accounting releases. Our review for this purpose included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

Based on our review, in our opinion the accompanying schedules identified in the preceding paragraph (except as noted below) conform in all material respects with the accounting requirements of the Federal Energy Regulatory Commission as set forth in its applicable Uniform System of Accounts and published accounting releases.

State in the letter or report, which, if any, of the pages above do not conform to the Commission's requirements. Describe the discrepancies that exist.

(d) Federal, State and Local Governments and other authorized users may obtain additional blank copies to meet their requirements free of charge from:

Public Reference and Files Maintenance Branch
Federal Energy Regulatory Commission
888 First Street, NE, Room 2A ES-1
Washington, DC 20426
(202) 208-2474

IV. When to Submit

Submit this report form on or before April 30th of the year following the year covered by this report.

V. Where to Send Comments on Public Reporting Burden

The public reporting burden for this collection of information is estimated to average 1,217 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any aspect of this collection of information, including suggestions for reducing this burden, to the Federal Energy Regulatory Commission, 888 First Street N.E., Washington, DC 20426 (Attention: Mr. Michael Miller, CI-1); and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503 (Attention: Desk Officer for the Federal Energy Regulatory Commission). No person shall be subject to any penalty if this collection of information does not display a valid control number. (44 U.S.C. 3512(a)).

GENERAL INSTRUCTIONS

- I. Prepare this report in conformity with the Uniform System of Accounts (18 CFR 101) (U.S. of A.). Interpret all accounting words and phrases in accordance with the U. S. of A.
- II. Enter in whole numbers (dollars or MWH) only, except where otherwise noted. (Enter cents for averages and figures per unit where cents are important. The truncating of cents is allowed except on the four basic financial statements where rounding is required.) The amounts shown on all supporting pages must agree with the amounts entered on the statements that they support. When applying thresholds to determine significance for reporting purposes, use for balance sheet accounts the balances at the end of the current reporting year, and use for statement of income accounts the current year's amounts.
- III. Complete each question fully and accurately, even if it has been answered in a previous annual report. Enter the word "None" where it truly and completely states the fact.
- IV. For any page(s) that is not applicable to the respondent, omit the page(s) and enter "NA," "NONE," or "Not Applicable" in column (d) on the List of Schedules, pages 2, 3, and 4.
- V. Enter the month, day, and year for all dates. Use customary abbreviations. The "Date of Report" included in the header of each page is to be completed only for resubmissions (see VII. below). The date of the resubmission must be reported in the header for all form pages, whether or not they are changed from the previous filing.
- VI. Generally, except for certain schedules, all numbers, whether they are expected to be debits or credits, must be reported as positive. Numbers having a sign that is different from the expected sign must be reported by enclosing the numbers in parentheses.
- VII. For any resubmissions, submit the electronic filing using the Form 1 Submission Software and an original and six (6) conformed paper copies of the entire form, as well as the appropriate number of copies of the subscription statement indicated at instruction III (a). Resubmissions must be numbered sequentially on the cover page of the paper copies of the form. In addition, the cover page of each paper copy must indicate that the filing is a resubmission. Send the resubmissions to the address indicated at instruction III (a).
- VIII. Do not make references to reports of previous years or to other reports in lieu of required entries, except as specifically authorized.
- IX. Wherever (schedule) pages refer to figures from a previous year, the figures reported must be based upon those shown by the annual report of the previous year, or an appropriate explanation given as to why the different figures were used.

DEFINITIONS

- I. Commission Authorization (Comm. Auth.) -- The authorization of the Federal Energy Regulatory Commission, or any other Commission. Name the commission whose authorization was obtained and give date of the authorization.
- II. Respondent -- The person, corporation, licensee, agency, authority, or other Legal entity or instrumentality in whose behalf the report is made.

Federal Power Act, 16 U.S.C. 791a-825r)

"Sec. 3. The words defined in this section shall have the following meanings for purposes of this Act, to wit:
 ... (3) "Corporation" means any corporation, joint-stock company, partnership, association, business trust, organized group of persons, whether incorporated or not, or a receiver or receivers, trustee or trustees of any of the foregoing. It shall not include 'municipalities, as hereinafter defined;

(4) "Person" means an individual or a corporation;

(5) "Licensee" means any person, State, or municipality Licensed under the provisions of section 4 of this Act, and any assignee or successor in interest thereof;

(7) "Municipality" means a city, county, irrigation district, drainage district, or other political subdivision or agency of a State competent under the Laws thereof to carry on the business of developing, transmitting, unitizing, or distributing power;..."

(11) "Project" means a complete unit of improvement or development, consisting of a power house, all water conduits, all dams and appurtenant works and structures (including navigation structures) which are a part of said unit, and all storage, diverting, or forebay reservoirs directly connected therewith, the primary line or Lines transmitting power therefrom to the point of junction with the distribution system or with the interconnected primary transmission system, all miscellaneous structures used and useful in connection with said unit or any part thereof, and all water rights, rights-of-way, ditches, dams, reservoirs, Lands, or interest in Lands the use and occupancy of which are necessary or appropriate in the maintenance and operation of such unit;

"Sec. 4. The Commission is hereby authorized and empowered:

(a) To make investigations and to collect and record data concerning the utilization of the water 'resources of any region to be developed, the water-power industry and its relation to other industries and to interstate or foreign commerce, and concerning the location, capacity, development costs, and relation to markets of power sites; ... to the extent the Commission may deem necessary or useful for the purposes of this Act."

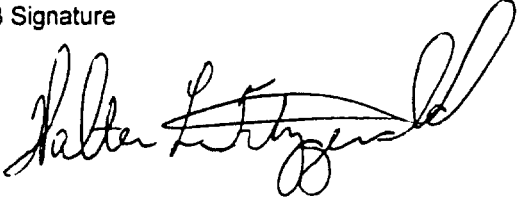
"Sec. 304. (a) Every Licensee and every public utility shall file with the Commission such annual and other periodic or special reports as the Commission may be rules and regulations or other prescribe as necessary or appropriate to assist the Commission in the proper administration of this Act. The Commission may prescribe the manner and form in which such reports shall be made, and require from such persons specific answers to all questions upon which the Commission may need information. The Commission may require that such reports shall include, among other things, full information as to assets and Liabilities, capitalization, net investment, and reduction thereof, gross receipts, interest due and paid, depreciation, and other reserves, cost of project and other facilities, cost of maintenance and operation of the project and other facilities, cost of renewals and replacement of the project works and other facilities, depreciation, generation, transmission, distribution, delivery, use, and sale of electric energy. The Commission may require any such person to make adequate provision for currently determining such costs and other facts. Such reports shall be made under oath unless the Commission otherwise specifies."

"Sec. 309. The Commission shall have power to perform any and all acts, and to prescribe, issue, make, and rescind such orders, rules and regulations as it may find necessary or appropriate to carry out the provisions of this Act. Among other things, such rules and regulations may define accounting, technical, and trade terms used in this Act; and may prescribe the form or forms of all statements, declarations, applications, and reports to be filed with the Commission, the information which they shall contain, and the time within which they shall be filed..."

 General Penalties

"Sec. 315. (a) Any licensee or public utility which willfully fails, within the time prescribed by the Commission, to comply with any order of the Commission, to file any report required under this Act or any rule or regulation of the Commission thereunder, to submit any information of document required by the Commission in the course of an investigation conducted under this Act ... shall forfeit to the United States an amount not exceeding \$1,000 to be fixed by the Commission after notice and opportunity for hearing..."

FERC FORM NO. 1:
ANNUAL REPORT OF MAJOR ELECTRIC UTILITIES, LICENSEES AND OTHER

IDENTIFICATION		
01 Exact Legal Name of Respondent Reliant Energy HL&P	02 Year of Report Dec. 31, <u>2001</u>	
03 Previous Name and Date of Change (if name changed during year) Reliant Energy HL&P / /		
04 Address of Principal Office at End of Year (Street, City, State, Zip Code) 1111 Louisiana, Houston, Tx. 77002		
05 Name of Contact Person Walter L. Fitzgerald	06 Title of Contact Person Vice President / Controller	
07 Address of Contact Person (Street, City, State, Zip Code) 1111 Louisiana, Houston, Tx. 77002		
08 Telephone of Contact Person, Including Area Code (713) 207-7425	09 This Report Is (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	10 Date of Report (Mo, Da, Yr) / /
ATTESTATION		
The undersigned officer certifies that he/she has examined the accompanying report: that to the best of his/her knowledge, information, and belief, all statements of fact contained in the accompanying report are true and the accompanying report is a correct statement of the business and affairs of the above named respondent in respect to each and every matter set forth therein during the period from and including January 1 to and including December 31 of the year of the report.		
01 Name Walter L. Fitzgerald	03 Signature 	04 Date Signed (Mo, Da, Yr) 05/15/2002
02 Title Vice President / Controller		
Title 18, U.S.C. 1001 makes it a crime for any person to knowingly and willingly to make to any Agency or Department of the United States any false, fictitious or fraudulent statements as to any matter within its jurisdiction.		

Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
LIST OF SCHEDULES (Electric Utility)				
Enter in column (c) the terms "none," "not applicable," or "NA," as appropriate, where no information or amounts have been reported for certain pages. Omit pages where the respondents are "none," "not applicable," or "NA".				
Line No.	Title of Schedule (a)	Reference Page No. (b)	Remarks (c)	
1	General Information	101		
2	Control Over Respondent	102		
3	Corporations Controlled by Respondent	103		
4	Officers	104		
5	Directors	105		
6	Security Holders and Voting Powers	106-107	107 NA	
7	Important Changes During the Year	108-109		
8	Comparative Balance Sheet	110-113		
9	Statement of Income for the Year	114-117	116 NA	
10	Statement of Retained Earnings for the Year	118-119		
11	Statement of Cash Flows	120-121		
12	Notes to Financial Statements	122-123		
13	Summary of Utility Plant & Accumulated Provisions for Dep, Amort & Dep	200-201	201 NA	
14	Nuclear Fuel Materials	202-203		
15	Electric Plant in Service	204-207		
16	Electric Plant Leased to Others	213	NA	
17	Electric Plant Held for Future Use	214		
18	Construction Work in Progress-Electric	216		
19	Construction Overheads-Electric	217		
20	General Description of Construction Overhead Procedure	218		
21	Accumulated Provision for Depreciation of Electric Utility Plant	219		
22	Nonutility Property	221	NA	
23	Investment of Subsidiary Companies	224-225	NA	
24	Materials and Supplies	227		
25	Allowances	228-229		
26	Extraordinary Property Losses	230	None	
27	Unrecovered Plant and Regulatory Study Costs	230	None	
28	Other Regulatory Assets	232		
29	Miscellaneous Deferred Debits	233		
30	Accumulated Deferred Income Taxes	234		
31	Capital Stock	250-251		
32	Cap Stk Sub, Cap Stk Liab for Con, Prem Cap Stk & Inst Recd Cap Stk	252	NA	
33	Other Paid-in Capital	253	NA	
34	Discount on Capital Stock	254	NA	
35	Capital Stock Expense	254		
36	Long-Term Debit	256-257		

Name of Respondent Reliant Energy HL&P	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
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LIST OF SCHEDULES (Electric Utility) (continued)

Enter in column (c) the terms "none," "not applicable," or "NA," as appropriate, where no information or amounts have been reported for certain pages. Omit pages where the respondents are "none," "not applicable," or "NA".

Line No.	Title of Schedule (a)	Reference Page No. (b)	Remarks (c)
67	Transmission Lines Added During Year	424-425	
68	Substations	426-427	
69	Electric Distribution Meters and Line Transformers	429	
70	Environmental Protection Facilities	430	
71	Environmental Protection Expenses	431	NA
72	Footnote Data	450	
<div style="margin-bottom: 10px;"> Stockholders' Reports Check appropriate box: <input type="checkbox"/> Four copies will be submitted <input type="checkbox"/> No annual report to stockholders is prepared </div>			

Name of Respondent Reliant Energy HL&P	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) 11	Year of Report Dec. 31, 2001
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GENERAL INFORMATION

1. Provide name and title of officer having custody of the general corporate books of account and address of office where the general corporate books are kept, and address of office where any other corporate books of account are kept, if different from that where the general corporate books are kept.

Walter L Fitzgerald, Vice President/Controller of Finance and Administration, Reliant Energy Delivery Group
Reliant Energy Plaza
1111 Louisiana

2. Provide the name of the State under the laws of which respondent is incorporated, and date of incorporation. If incorporated under a special law, give reference to such law. If not incorporated, state that fact and give the type of organization and the date organized.

Reliant Energy HL&P became an unincorporated division of Reliant Energy, Incorporated, a Texas corporation as of August 6, 1997

3. If at any time during the year the property of respondent was held by a receiver or trustee, give (a) name of receiver or trustee, (b) date such receiver or trustee took possession, (c) the authority by which the receivership or trusteeship was created, and (d) date when possession by receiver or trustee ceased.

Not Applicable

4. State the classes or utility and other services furnished by respondent during the year in each State in which the respondent operated.

Electric service - Texas

5. Have you engaged as the principal accountant to audit your financial statements an accountant who is not the principal accountant for your previous year's certified financial statements?

- (1) ☐ Yes...Enter the date when such independent accountant was initially engaged:
(2) ☒ No

Name of Respondent	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec 31, 2001
Reliant Energy HL&P			
FOOTNOTE DATA			

Schedule Page: 101 Line No.: 1 Column: Item 4

RESERVATION

Reliant Energy HL&P's rates, changes, services, contacts, rules and regulations for the sale of electric energy are subject to regulation by the State of Texas and the governing bodies of the cities and towns in which Reliant Energy HL&P operates and said authorities claim or may, hereafter, claim jurisdiction over some or all of the matters above mentioned and those that this report relates. Furthermore, the foregoing affords an effective measure of regulation of the accounting procedures and fiscal operations of Reliant Energy HL&P. Reliant Energy HL&P owns no facilities used for the transmission of electric energy in interstate commerce or the sale of such energy at wholesale in interstate commerce. Reliant Energy HL&P, therefore, files this report under a full reservation of rights, as a completely voluntary act, and does not admit, but rather expressly denies, the jurisdiction of the Federal Energy Regulatory Commission (as a successor to the Federal Power Commission) over the facilities owned by Reliant Energy HL&P and the matters to which this report relates, the rights of the Federal Energy Regulatory Commission to require reports in connection, therewith, and reserves the right to question the validity of any rule, regulation, or order made or, hereafter, made under said Act.

In June 1999, the Texas Legislature adopted the Texas Customer Choice Legislation that will allow for electric retail competition beginning January 1, 2002. This regulatory filing does not reflect the effects of discontinuing SFAS No. 71 "Accounting for the Effects of Certain Types of Regulation" on the generation portion of Reliant Energy HL&P. Such effects include the application of SFAS 101, "Regulated Enterprises - Accounting for the Discontinuation of Application of FASB Statements No. 71" and SFAS 121, "Accounting for the Impairment of Long-Lived Assets to Be Disposed Of." As a result, these unaudited statements and footnotes will not agree in all instances to other externally published reports.

Name of Respondent Reliant Energy HL&P	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
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CONTROL OVER RESPONDENT

1. If any corporation, business trust, or similar organization or a combination of such organizations jointly held control over the respondent at the end of the year, state name of controlling corporation or organization, manner in which control was held, and extent of control. If control was in a holding company organization, show the chain of ownership or control to the main parent company or organization. If control was held by a trustee(s), state name of trustee(s), name of beneficiary or beneficiaries for whom trust was maintained, and purpose of the trust.

Reliant Energy HL&P is an unincorporated division of Reliant Energy, Incorporated and is not controlled by any other corporation, business trust or similar organization.

Name of Respondent Reliant Energy HL&P	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
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CORPORATIONS CONTROLLED BY RESPONDENT

1. Report below the names of all corporations, business trusts, and similar organizations, controlled directly or indirectly by respondent at any time during the year. If control ceased prior to end of year, give particulars (details) in a footnote.

2. If control was by other means than a direct holding of voting rights, state in a footnote the manner in which control was held, naming any intermediaries involved.

3. If control was held jointly with one or more other interests, state the fact in a footnote and name the other interests.

Definitions

1. See the Uniform System of Accounts for a definition of control.

2. Direct control is that which is exercised without interposition of an intermediary.

3. Indirect control is that which is exercised by the interposition of an intermediary which exercises direct control.

4. Joint control is that in which neither interest can effectively control or direct action without the consent of the other, as where the voting control is equally divided between two holders, or each party holds a veto power over the other. Joint control may exist by mutual agreement or understanding between two or more parties who together have control within the meaning of the definition of control in the Uniform System of Accounts, regardless of the relative voting rights of each party.

Line No.	Name of Company Controlled (a)	Kind of Business (b)	Percent Voting Stock Owned (c)	Footnote Ref. (d)
1	Respondent is an unincorporated division of			
2	Reliant Energy, Incorporated. It does not			
3	control, directly or indirectly, any			
4	corporations, business trusts or similar			
5	organizations.			
6	[For information regarding Reliant Energy,			
7	Incorporated and its subsidiaries, reference			
8	is made to the Combined Annual Report on			
9	form 10-K of Reliant Energy, Incorporated for			
10	the year ended December 31, 2001, a copy			
11	of which is being filed concurrently with			
12	this form at the offices of the FERC.]			
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Name of Respondent Reliant Energy HL&P	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
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OFFICERS

1. Report below the name, title and salary for each executive officer whose salary is \$50,000 or more. An "executive officer" of a respondent includes its president, secretary, treasurer, and vice president in charge of a principal business unit, division or function (such as sales, administration or finance), and any other person who performs similar policy making functions.
2. If a change was made during the year in the incumbent of any position, show name and total remuneration of the previous incumbent, and the date the change in incumbency was made.

Line No.	Title (a)	Name of Officer (b)	Salary for Year (c)
1	See attached pages for additional information		
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Name of Respondent	This Report is:	Date of Report	Year of Report
Reliant Energy HL&P	(1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	(Mo, Da, Yr) / /	Dec 31, 2001
FOOTNOTE DATA			

Schedule Page: 104 Line No.: 2 Column: a

The following is an excerpt from Reliant Energy, Incorporated's 2001 Proxy Statement.

Executive Compensation Tables

These tables show the compensation of the Chief Executive Officer and the four other most highly compensated executive officers. Reported compensation for Messrs, Letbetter, Harvey and Perkins in 2001 was paid by Reliant Resources and prior years was paid by Reliant Energy.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long - Term Compensation			All Other Compensations (6)
		Salary (1)	Bonus (1)	Other Annual Compensation (2)	Awards		Payouts	
					Restricted Stock Award (3)	Securities Underlying Options (4)	LTIP Payouts (5)	
R.Steve Letbetter(7)	2001	\$983,750	\$1,739,270	\$2,514	\$1,690,000	850,000	\$812,479	\$315,542
Chairman, President and Chief Executive Officer	2000	913,750	2,101,620	393		400,000	213,166	121,472
	1999	762,083	1,215,500	372		280,000	449,024	88,187
Robert W. Harvey (8) (9)	2001	568,750	773,500	2,720	901,345	420,000		166,573
Vice Chairman	2000	537,500	752,500	613		175,000		123,014
	1999	291,667	272,484			120,000		
Stephen W. Naeve (9)	2001	568,750	773,500	88	901,345	420,000	334,560	120,259
Vice Chairman and Chief Financial Officer	2000	537,500	752,500	81		175,000	102,489	81,290
	1999	453,750	464,750	80		120,000	141,387	66,126
David M. McClanahan (10)	2001	535,000	545,700	976		101,720	302,693	92,126
Vice Chairman; President and Chief Operating Officer, Reliant Energy Delivery Group	2000	405,000	445,500	686		80,000	104,449	55,876
	1999	360,000	229,367	672		65,000	238,643	46,362
Joe Bob Perkins (9)	2001	508,750	508,750	2,148	1,690,000	420,000	254,893	87,084
President and Chief Operating Officer, Wholesale Group	2000	447,500	581,760	82		130,000	65,257	62,110
	1999	387,500	396,286	95		100,000	135,757	50,343

- (1) The amounts shown include salary and bonus earned as well as earned but deferred.
- (2) The amounts shown include tax gross-ups paid to compensate for tax consequences of imputed income under the executive life insurance plan and the discount for any shares of Reliant Resources stock purchased under the Reliant Resources employee stock purchase plan.
- (3) On May 4, 2001 the following awards of restricted stock of Reliant Resources were granted: Mr. Letbetter, 50,000 shares; Mr. Harvey, 26,667 shares; Mr. Naeve, 26,667 shares and Mr. Perkins, 50,000 shares. The amounts shown are based on the closing prices of shares on May 4, 2001. The aggregate value of restricted stock awards held as of December 31, 2001 based on closing sales prices of the underlying shares on that date was \$825,500 for Mr. Letbetter, \$440,272 for Mr. Harvey, \$440,272 for Mr. Naeve and \$825,500 for Mr. Perkins. In the event dividends are paid on the underlying common stock, dividend equivalents accrue on the restricted stock.
- (4) Securities underlying options are shares of Reliant Energy, except for grants on 2001 to Messrs. Letbetter, Harvey, Naeve and Perkins which are shares of Reliant Resources.
- (5) Amounts shown represent the dollar value of Reliant Energy common stock paid out in that year based on the achievement of

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performance goals for the cycle ending in the prior year plus dividend equivalent accruals during the performance period.

- (6) 2001 amounts include (a) matching contributions to savings plan and accruals under the savings restoration plan for contributions, as follows: Mr. Letbetter, \$259,919; Mr. Harvey, \$103,710; Mr. Naeve, \$110,931; Mr. McClanahan, \$73,537 and Mr. Perkins, 63,813; (b) the term portion of the premiums paid under split-dollar life insurance policies purchased in connection with the executive life insurance plan as follows: Mr. Letbetter, \$708; Mr. Harvey, \$1,035; Mr. Naeve, \$140; Mr. McClanahan, \$1,552 and Mr. Perkins, \$125; (c) accrued interest on deferred compensation that exceeds 120% of the applicable federal long-term rate, as follows; Mr. Letbetter, \$54,915; Mr. Harvey, \$2,397; Mr. Naeve, \$9,188; Mr. McClanahan, \$17,037 and Mr. Perkins, \$23,146.
- (7) Will resign as President and Chief Executive Officer of CenterPoint Energy upon the distribution of Reliant Resources common stock to shareholders.
- (8) Mr. Harvey was not employed by Reliant Energy prior to June 1999. Reliant Energy also loaned Mr. Harvey \$250,000 in connection with his initial employment. The loan bears interest at a rate of 8% and principal and interest are to be forgiven in annual installments through May 31, 2004 so long as Mr. Harvey remains employed by Reliant Energy or one of its subsidiaries as of each relevant anniversary of his employment date. The amount of loan forgiveness for 2001 is included in the "All Other Compensation" column. Upon the distribution of Reliant Resources common stock to shareholders of CenterPoint Energy, the loan will be assigned to, and annual loan forgiveness will be based on continuing employment with, Reliant Resources.
- (9) Will resign as an officer of CenterPoint Energy upon the distribution of Reliant Resources common stock to shareholders.
- (10) In connection with holding company formation, Mr. McClanahan will become President and Chief Executive Officer of CenterPoint Energy.

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DIRECTORS				
1. Report below the information called for concerning each director of the respondent who held office at any time during the year. Include in column (a), abbreviated titles of the directors who are officers of the respondent. 2. Designate members of the Executive Committee by a triple asterisk and the Chairman of the Executive Committee by a double asterisk.				
Line No.	Name (and Title) of Director (a)	Principal Business Address (b)		
1	Effective Aug. 6, 1997, Reliant Energy HL&P became an			
2	unincorporated division of Reliant Energy, Incorporated			
3	and does not have a Board of Directors. The members of			
4	the Board of Directors of Reliant Energy, Incorporated as			
5	of December 3, 2001 are as follows.			
6				
7	James A. Baker, III			
8	Richard E. Balzhiser, PhD			
9	Milton Carroll***			
10	John T. Cater***			
11	O. Holcombe Crosswell			
12	Robert J. Cruikshank***			
13	Linnet F. Deily***[1]			
14	T. Milton Honea***			
15	R. Steve Letbetter**			
16	Laree E. Perez			
17				
18	** Chairman of the Executive Committee			
19	*** Members of the Executive Committee			
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21	[1] Linnet F. Deily resigned as of May 29, 2001			
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Name of Respondent Reliant Energy HL&P	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
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SECURITY HOLDERS AND VOTING POWERS

1. Give the names and addresses of the 10 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent, prior to the end of the year had the highest voting powers in the respondent, and state the number of votes which each would have had the right to cast on that date if a meeting were then in order. If any such holder held in trust, give in a footnote the known particulars of the trust(whether voting trust, etc.) duration of trust, and principal holders of beneficiary interests in the trust. If the stock book was not closed or a list of stockholders was not compiled within one year prior to the end of the year, or if since the previous compilation of a List of stockholders, some other class of security has become vested with voting rights, then show such 10 security holders as of the close of the year. Arrange the names of the security holders in the order of voting power, commencing with the highest. Show in column (a) the titles of officers and directors included in such list of 10 security holders.

2. If any security other than stock carries voting rights, explain in a footnote the circumstances whereby such security became vested with voting rights give other important particulars (details) concerning voting rights of such security. State whether voting right are actual or contingent; if contingent, describe the contingency.

3. If any class or issue of security has any special privileges in the election of directors, trustees or managers, or in the determination of corporate action by any method explain briefly in a footnote.

4. Furnish particulars (details) concerning any options warrants, or rights outstanding at the end of the year others to purchase securities of the respondent or any securities or other assets owned by the respondent, including prices, expiration dates, and other material information relating to exercise of the options, warrants, or right the amount of such securities or assets so entitled to purchased by any officer, director, associated company, or of the ten largest security holders. This instruction is inapplicable to convertible securities or to any securities substantially all of which are outstanding in the hands of the public where the options, warrants, or rights were issued prorata basis.

1. Give the date of the latest closing of the stock book prior to end of year, and state the purpose of such closing: November 6, 2001- Dividend Payment & Redemption	2. State the total number of votes cast at the latest general meeting prior to end of year for election of directors of the respondent and number of such votes cast by proxy Total: 1,000 By Proxy:	3. Give the date and place of such meeting May 2, 2001 Auditorium Reliant Plaza Houston, TX
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Line No.	Name (Title) and Address of Security Holder (a)	VOTING SECURITIES			
		Number of Votes as of (date): 12/31/2001			
		Total Votes (b)	Common Stock (c)	Preferred Stock (d)	Other (e)
4	TOTAL votes of all voting securities				
5	TOTAL number of security holders				
6	TOTAL votes of security holders listed below				
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Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
SECURITY HOLDERS AND VOTING POWERS (Continued)					
Line No.	Name (Title) and Address of Security Holder (a)	Total Votes (b)	Common Stock (c)	Preferred Stock (d)	Other (e)
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Name of Respondent Reliant Energy HL&P	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report / /	Year of Report Dec. 31, 2001
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IMPORTANT CHANGES DURING THE YEAR

Give particulars (details) concerning the matters indicated below. Make the statements explicit and precise, and number them in accordance with the inquiries. Each inquiry should be answered. Enter "none," "not applicable," or "NA" where applicable. If information which answers an inquiry is given elsewhere in the report, make a reference to the schedule in which it appears.

1. Changes in and important additions to franchise rights: Describe the actual consideration given therefore and state from whom the franchise rights were acquired. If acquired without the payment of consideration, state that fact.
2. Acquisition of ownership in other companies by reorganization, merger, or consolidation with other companies: Give names of companies involved, particulars concerning the transactions, name of the Commission authorizing the transaction, and reference to Commission authorization.
3. Purchase or sale of an operating unit or system: Give a brief description of the property, and of the transactions relating thereto, and reference to Commission authorization, if any was required. Give date journal entries called for by the Uniform System of Accounts were submitted to the Commission.
4. Important leaseholds (other than leaseholds for natural gas lands) that have been acquired or given, assigned or surrendered: Give effective dates, lengths of terms, names of parties, rents, and other condition. State name of Commission authorizing lease and give reference to such authorization.
5. Important extension or reduction of transmission or distribution system: State territory added or relinquished and date operations began or ceased and give reference to Commission authorization, if any was required. State also the approximate number of customers added or lost and approximate annual revenues of each class of service. Each natural gas company must also state major new continuing sources of gas made available to it from purchases, development, purchase contract or otherwise, giving location and approximate total gas volumes available, period of contracts, and other parties to any such arrangements, etc.
6. Obligations incurred as a result of issuance of securities or assumption of liabilities or guarantees including issuance of short-term debt and commercial paper having a maturity of one year or less. Give reference to FERC or State Commission authorization, as appropriate, and the amount of obligation or guarantee.
7. Changes in articles of incorporation or amendments to charter: Explain the nature and purpose of such changes or amendments.
8. State the estimated annual effect and nature of any important wage scale changes during the year.
9. State briefly the status of any materially important legal proceedings pending at the end of the year, and the results of any such proceedings culminated during the year.
10. Describe briefly any materially important transactions of the respondent not disclosed elsewhere in this report in which an officer, director, security holder reported on Page 106, voting trustee, associated company or known associate of any of these persons was a party or in which any such person had a material interest.
 1. (Reserved.)
 2. If the important changes during the year relating to the respondent company appearing in the annual report to stockholders are applicable in every respect and furnish the data required by Instructions 1 to 11 above, such notes may be included on this page.

PAGE 108 INTENTIONALLY LEFT BLANK
SEE PAGE 109 FOR REQUIRED INFORMATION.

Name of Respondent	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report
Reliant Energy HL&P			Dec 31, 2001
IMPORTANT CHANGES DURING THE YEAR (Continued)			

1. None
2. None
- 3.- 5. None
6. See Footnote 5, page 123.8 for information related to short-term borrowing.
7. None
8. None
9. See Footnote 10, page 123.16 for information related to legal proceedings.
10. None

Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
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COMPARATIVE BALANCE SHEET (ASSETS AND OTHER DEBITS)				
Line No.	Title of Account (a)	Ref. Page No. (b)	Balance at Beginning of Year (c)	Balance at End of Year (d)
1	UTILITY PLANT			
2	Utility Plant (101-106, 114)	200-201	14,073,895,141	14,625,753,414
3	Construction Work in Progress (107)	200-201	367,997,067	677,631,049
4	TOTAL Utility Plant (Enter Total of lines 2 and 3)		14,441,892,208	15,303,384,463
5	(Less) Accum. Prov. for Depr. Amort. Depl. (108, 111, 115)	200-201	6,490,376,227	8,011,074,162
6	Net Utility Plant (Enter Total of line 4 less 5)		7,951,515,981	7,292,310,301
7	Nuclear Fuel (120.1-120.4, 120.6)	202-203	307,450,036	320,311,556
8	(Less) Accum. Prov. for Amort. of Nucl. Fuel Assemblies (120.5)	202-203	268,819,544	285,559,985
9	Net Nuclear Fuel (Enter Total of line 7 less 8)		38,630,492	34,751,571
10	Net Utility Plant (Enter Total of lines 6 and 9)		7,990,146,473	7,327,061,872
11	Utility Plant Adjustments (116)	122	0	0
12	Gas Stored Underground - Noncurrent (117)		0	0
13	OTHER PROPERTY AND INVESTMENTS			
14	Nonutility Property (121)	221	0	0
15	(Less) Accum. Prov. for Depr. and Amort. (122)		0	0
16	Investments in Associated Companies (123)		0	0
17	Investment in Subsidiary Companies (123.1)	224-225	0	0
18	(For Cost of Account 123.1, See Footnote Page 224, line 42)			
19	Noncurrent Portion of Allowances	228-229	0	0
20	Other Investments (124)		0	-1
21	Special Funds (125-128)		158,632,973	168,981,900
22	TOTAL Other Property and Investments (Total of lines 14-17,19-21)		158,632,973	168,981,899
23	CURRENT AND ACCRUED ASSETS			
24	Cash (131)		847,285	3,441,646
25	Special Deposits (132-134)		0	3,747,116
26	Working Fund (135)		266,212	-4,027
27	Temporary Cash Investments (136)		0	0
28	Notes Receivable (141)		953,520	1,163,975
29	Customer Accounts Receivable (142)		0	0
30	Other Accounts Receivable (143)		31,410,784	57,966,908
31	(Less) Accum. Prov. for Uncollectible Acct.-Credit (144)		5,145,732	13,000,000
32	Notes Receivable from Associated Companies (145)		0	0
33	Accounts Receivable from Assoc. Companies (146)		50,285,789	25,186,528
34	Fuel Stock (151)	227	75,823,233	86,806,825
35	Fuel Stock Expenses Undistributed (152)	227	0	0
36	Residuals (Elec) and Extracted Products (153)	227	0	0
37	Plant Materials and Operating Supplies (154)	227	191,843,558	174,361,507
38	Merchandise (155)	227	0	0
39	Other Materials and Supplies (156)	227	0	0
40	Nuclear Materials Held for Sale (157)	202-203/227	0	0
41	Allowances (158.1 and 158.2)	228-229	0	0
42	(Less) Noncurrent Portion of Allowances		0	0
43	Stores Expense Undistributed (163)	227	1,355,397	1,858,352
44	Gas Stored Underground - Current (164.1)		0	0
45	Liquefied Natural Gas Stored and Held for Processing (164.2-164.3)		0	0
46	Prepayments (165)		5,792,749	7,078,775
47	Advances for Gas (166-167)		0	0
48	Interest and Dividends Receivable (171)		0	0
49	Rents Receivable (172)		0	0
50	Accrued Utility Revenues (173)		27,423,620	37,913,227
51	Miscellaneous Current and Accrued Assets (174)		0	0
52	TOTAL Current and Accrued Assets (Enter Total of lines 24 thru 51)		380,856,415	386,520,832

Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
COMPARATIVE BALANCE SHEET (ASSETS AND OTHER DEBITS)(Continued)					
Line No.	Title of Account (a)	Ref. Page No. (b)	Balance at Beginning of Year (c)	Balance at End of Year (d)	
53	DEFERRED DEBITS				
54	Unamortized Debt Expenses (181)		28,442,157	36,848,427	
55	Extraordinary Property Losses (182.1)	230	0	0	
56	Unrecovered Plant and Regulatory Study Costs (182.2)	230	0	0	
57	Other Regulatory Assets (182.3)	232	1,224,949,397	2,928,850,219	
58	Prelim. Survey and Investigation Charges (Electric) (183)		0	0	
59	Prelim. Sur. and Invest. Charges (Gas) (183.1, 183.2)		0	0	
60	Clearing Accounts (184)		117,016	666,534	
61	Temporary Facilities (185)		0	0	
62	Miscellaneous Deferred Debits (186)	233	117,700,109	165,720,426	
63	Def. Losses from Disposition of Utility Ptl. (187)		0	0	
64	Research, Devel. and Demonstration Expend. (188)	352-353	0	0	
65	Unamortized Loss on Reaquired Debt (189)		154,705,499	71,876,432	
66	Accumulated Deferred Income Taxes (190)	234	80,107,013	73,213,913	
67	Unrecovered Purchased Gas Costs (191)		0	0	
68	TOTAL Deferred Debits (Enter Total of lines 54 thru 67)		1,606,021,191	3,277,175,951	
69	TOTAL Assets and Other Debits (Enter Total of lines 10,11,12,22,52,68)		10,135,657,052	11,159,740,554	

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COMPARATIVE BALANCE SHEET (LIABILITIES AND OTHER CREDITS)

Line No.	Title of Account (a)	Ref. Page No. (b)	Balance at Beginning of Year (c)	Balance at End of Year (d)
1	PROPRIETARY CAPITAL			
2	Common Stock Issued (201)	250-251	1,675,927,491	1,675,927,491
3	Preferred Stock Issued (204)	250-251	359,739,700	350,000,000
4	Capital Stock Subscribed (202, 205)	252	0	0
5	Stock Liability for Conversion (203, 206)	252	0	0
6	Premium on Capital Stock (207)	252	0	0
7	Other Paid-In Capital (208-211)	253	0	0
8	Installments Received on Capital Stock (212)	252	0	0
9	(Less) Discount on Capital Stock (213)	254	0	0
10	(Less) Capital Stock Expense (214)	254	8,535,773	8,341,569
11	Retained Earnings (215, 215.1, 216)	118-119	2,179,463,044	1,561,742,408
12	Unappropriated Undistributed Subsidiary Earnings (216.1)	118-119	0	0
13	(Less) Reaquired Capital Stock (217)	250-251	0	0
14	TOTAL Proprietary Capital (Enter Total of lines 2 thru 13)		4,206,594,462	3,579,328,330
15	LONG-TERM DEBT			
16	Bonds (221)	256-257	1,261,217,000	1,161,217,000
17	(Less) Reaquired Bonds (222)	256-257	0	0
18	Advances from Associated Companies (223)	256-257	0	0
19	Other Long-Term Debt (224)	256-257	1,046,398,374	1,782,158,528
20	Unamortized Premium on Long-Term Debt (225)		0	0
21	(Less) Unamortized Discount on Long-Term Debt-Debit (226)		6,840,895	6,698,985
22	TOTAL Long-Term Debt (Enter Total of lines 16 thru 21)		2,300,774,479	2,936,676,543
23	OTHER NONCURRENT LIABILITIES			
24	Obligations Under Capital Leases - Noncurrent (227)		11,174,305	10,515,661
25	Accumulated Provision for Property Insurance (228.1)		-4,485,697	-8,565,640
26	Accumulated Provision for Injuries and Damages (228.2)		1,955,329	9,743,759
27	Accumulated Provision for Pensions and Benefits (228.3)		0	0
28	Accumulated Miscellaneous Operating Provisions (228.4)		0	0
29	Accumulated Provision for Rate Refunds (229)		0	0
30	TOTAL OTHER Noncurrent Liabilities (Enter Total of lines 24 thru 29)		8,643,937	11,693,780
31	CURRENT AND ACCRUED LIABILITIES			
32	Notes Payable (231)		266,376,215	163,731,000
33	Accounts Payable (232)		279,425,736	189,340,325
34	Notes Payable to Associated Companies (233)		16,000,000	0
35	Accounts Payable to Associated Companies (234)		59,422,523	112,186,667
36	Customer Deposits (235)		44,962,500	57,462,728
37	Taxes Accrued (236)	262-263	97,772,647	270,424,403
38	Interest Accrued (237)		41,718,824	48,966,978
39	Dividends Declared (238)		0	0
40	Matured Long-Term Debt (239)		0	113,136,846
41	Matured Interest (240)		0	0
42	Tax Collections Payable (241)		4,084,188	0
43	Miscellaneous Current and Accrued Liabilities (242)		123,425,932	82,036,716
44	Obligations Under Capital Leases-Current (243)		1,328,136	1,005,928
45	TOTAL Current & Accrued Liabilities (Enter Total of lines 32 thru 44)		934,516,701	1,038,291,591

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Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
STATEMENT OF INCOME FOR THE YEAR					
<p>1. Report amounts for accounts 412 and 413, Revenue and Expenses from Utility Plant Leased to Others, in another Utility column (i, k, m, o) in a similar manner to a utility department. Spread the amount(s) over Lines 02 thru 24 as appropriate. Include these amounts in columns (c) and (d) totals.</p> <p>2. Report amounts in account 414, Other Utility Operating income, in the same manner as accounts 412 and 413 above.</p> <p>3. Report data for lines 7,9, and 10 for Natural Gas companies using accounts 404.1, 404.2, 404.3, 407.1 and 407.2.</p> <p>4. Use pages 122-123 for important notes regarding the statement of income or any account thereof.</p> <p>5. Give concise explanations concerning unsettled rate proceedings where a contingency exists such that refunds of a material amount may need to be made to the utility's customers or which may result in a material refund to the utility with respect to power or gas purchases. State for each year affected the gross revenues or costs to which the contingency relates and the tax effects together with an explanation of the major factors which affect the rights of the utility to retain such revenues or recover amounts paid with respect to power and gas purchases.</p> <p>6. Give concise explanations concerning significant amounts of any refunds made or received during the year</p>					
Line No.	Account (a)	(Ref.) Page No. (b)	TOTAL		
			Current Year (c)	Previous Year (d)	
1	UTILITY OPERATING INCOME				
2	Operating Revenues (400)	300-301	5,505,312,477	5,494,191,118	
3	Operating Expenses				
4	Operation Expenses (401)	320-323	3,281,894,424	3,086,212,318	
5	Maintenance Expenses (402)	320-323	299,260,316	284,991,731	
6	Depreciation Expense (403)	336-337	701,078,364	805,000,893	
7	Amort. & Depl. of Utility Plant (404-405)	336-337	47,154,283	14,823,024	
8	Amort. of Utility Plant Acq. Adj. (406)	336-337			
9	Amort. Property Losses, Unrecov Plant and Regulatory Study Costs (407)			19,681,506	
10	Amort. of Conversion Expenses (407)				
11	Regulatory Debits (407.3)				
12	(Less) Regulatory Credits (407.4)				
13	Taxes Other Than Income Taxes (408.1)	262-263	378,405,006	383,179,762	
14	Income Taxes - Federal (409.1)	262-263	490,016,502	267,612,795	
15	- Other (409.1)	262-263			
16	Provision for Deferred Income Taxes (410.1)	234, 272-277	-128,394,635	127,729,446	
17	(Less) Provision for Deferred Income Taxes-Cr. (411.1)	234, 272-277	136,333,704	157,864,655	
18	Investment Tax Credit Adj. - Net (411.4)	266	-20,311,189	-20,311,190	
19	(Less) Gains from Disp. of Utility Plant (411.6)				
20	Losses from Disp. of Utility Plant (411.7)				
21	(Less) Gains from Disposition of Allowances (411.8)				
22	Losses from Disposition of Allowances (411.9)				
23	TOTAL Utility Operating Expenses (Enter Total of lines 4 thru 22)		4,912,769,367	4,811,055,630	
24	Net Util Oper Inc (Enter Tot line 2 less 23) Carry fwd to P117, line 25		592,543,110	683,135,488	

Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /		Year of Report Dec. 31, 2001	
STATEMENT OF INCOME FOR THE YEAR (Continued)							
<p>resulting from settlement of any rate proceeding affecting revenues received or costs incurred for power or gas purchases, and a summary of the adjustments made to balance sheet, income, and expense accounts.</p> <p>7. If any notes appearing in the report to stockholders are applicable to this Statement of Income, such notes may be included on pages 122-123.</p> <p>B. Enter on pages 122-123 a concise explanation of only those changes in accounting methods made during the year which had an effect on net income, including the basis of allocations and apportionments from those used in the preceding year. Also give the approximate dollar effect of such changes.</p> <p>9. Explain in a footnote if the previous year's figures are different from that reported in prior reports.</p> <p>10. If the columns are insufficient for reporting additional utility departments, supply the appropriate account titles, lines 2 to 23, and report the information in the blank space on pages.122-123 or in a footnote.</p>							
ELECTRIC UTILITY		GAS UTILITY		OTHER UTILITY		Line No.	
Current Year (e)	Previous Year (f)	Current Year (g)	Previous Year (h)	Current Year (i)	Previous Year (j)		
						1	
5,505,312,477	5,494,191,118					2	
						3	
3,281,894,424	3,086,212,318					4	
299,260,316	284,991,731					5	
701,078,364	805,000,893					6	
47,154,283	14,823,024					7	
						8	
	19,681,506					9	
						10	
						11	
						12	
378,405,006	383,179,762					13	
490,016,502	267,612,795					14	
						15	
-128,394,635	127,729,446					16	
136,333,704	157,864,655					17	
-20,311,189	-20,311,190					18	
						19	
						20	
						21	
						22	
4,912,769,367	4,811,055,630					23	
592,543,110	683,135,488					24	

Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /		Year of Report Dec. 31, 2001	
STATEMENT OF INCOME FOR THE YEAR (Continued)							
Line No.	OTHER UTILITY		OTHER UTILITY		OTHER UTILITY		
	Current Year (k)	Previous Year (l)	Current Year (m)	Previous Year (n)	Current Year (o)	Previous Year (p)	
1							
2							
3							
4							
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STATEMENT OF INCOME FOR THE YEAR (Continued)					
Line No.	Account (a)	(Ref.) Page No. (b)	TOTAL		
			Current Year (c)	Previous Year (d)	
25	Net Utility Operating Income (Carried forward from page 114)		592,543,110	683,135,488	
26	Other Income and Deductions				
27	Other Income				
28	Nonutility Operating Income				
29	Revenues From Merchandising, Jobbing and Contract Work (415)				
30	(Less) Costs and Exp. of Merchandising, Job. & Contract Work (416)				
31	Revenues From Nonutility Operations (417)				
32	(Less) Expenses of Nonutility Operations (417.1)				
33	Nonoperating Rental Income (418)				
34	Equity in Earnings of Subsidiary Companies (418.1)	119			
35	Interest and Dividend Income (419)		1,287,279	981,126	
36	Allowance for Other Funds Used During Construction (419.1)		10,635,674	8,628,963	
37	Miscellaneous Nonoperating Income (421)		6,955,576	1,574,195	
38	Gain on Disposition of Property (421.1)		6,542,452	-16	
39	TOTAL Other Income (Enter Total of lines 29 thru 38)		25,420,981	11,184,268	
40	Other Income Deductions				
41	Loss on Disposition of Property (421.2)				
42	Miscellaneous Amortization (425)	340			
43	Miscellaneous Income Deductions (426.1-426.5)	340	8,109,691	7,729,859	
44	TOTAL Other Income Deductions (Total of lines 41 thru 43)		8,109,691	7,729,859	
45	Taxes Applic. to Other Income and Deductions				
46	Taxes Other Than Income Taxes (408.2)	262-263			
47	Income Taxes-Federal (409.2)	262-263			
48	Income Taxes-Other (409.2)	262-263	-327,588	-340,357	
49	Provision for Deferred Inc. Taxes (410.2)	234, 272-277	357,121	424,764	
50	(Less) Provision for Deferred Income Taxes-Cr. (411.2)	234, 272-277			
51	Investment Tax Credit Adj.-Net (411.5)				
52	(Less) Investment Tax Credits (420)				
53	TOTAL Taxes on Other Income and Deduct. (Total of 46 thru 52)		29,533	84,407	
54	Net Other Income and Deductions (Enter Total lines 39, 44, 53)		17,281,757	3,370,002	
55	Interest Charges				
56	Interest on Long-Term Debt (427)		181,138,867	175,504,354	
57	Amort. of Debt Disc. and Expense (428)		2,629,669	1,931,351	
58	Amortization of Loss on Reacquired Debt (428.1)		4,262,477	4,339,531	
59	(Less) Amort. of Premium on Debt-Credit (429)				
60	(Less) Amortization of Gain on Reacquired Debt-Credit (429.1)				
61	Interest on Debt to Assoc. Companies (430)	340	2,528,132	10,951	
62	Other Interest Expense (431)	340	-25,537,609	-3,986,447	
63	(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)		8,941,585	7,961,109	
64	Net Interest Charges (Enter Total of lines 56 thru 63)		156,079,951	169,838,631	
65	Income Before Extraordinary Items (Total of lines 25, 54 and 64)		453,744,916	516,666,859	
66	Extraordinary Items				
67	Extraordinary Income (434)				
68	(Less) Extraordinary Deductions (435)				
69	Net Extraordinary Items (Enter Total of line 67 less line 68)				
70	Income Taxes-Federal and Other (409.3)	262-263			
71	Extraordinary Items After Taxes (Enter Total of line 69 less line 70)				
72	Net Income (Enter Total of lines 65 and 71)		453,744,916	516,666,859	

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FOOTNOTE DATA			

Schedule Page: 114 Line No.: 4 Column: c

This amount includes \$2,582,692 of interest on customer deposits. This amount is reclassified to customer expense from other interest expense and reflects our obligation to pay interest on the current level of customer deposits at a rate of 6% as established by the Public Utility Commission of Texas.

Schedule Page: 114 Line No.: 4 Column: d

This amount includes \$2,404,144 of interest on customer deposits. This amount is reclassified to customer expense from other interest expense and reflects our obligation to pay interest on the current level of customer deposits at a rate of 6% as established by the Public Utility Commission of Texas.

Schedule Page: 114 Line No.: 4 Column: e

Footnote Linked. See Page 114, Row: 4, col/item c

Schedule Page: 114 Line No.: 4 Column: f

Footnote Linked. See Page 114, Row: 4, col/item d

Schedule Page: 114 Line No.: 62 Column: c

This amount includes \$2,585,692 of interest on customer deposits. This amount is reclassified to customer expense from other interest expense and reflects our obligation to pay interest on the current level of customer deposits at a rate of 6% as established by the Public Utility Commission of Texas.

Schedule Page: 114 Line No.: 62 Column: d

This amount includes \$2,404,144 of interest on customer deposits. This amount is reclassified to customer expense from other interest expense and reflects our obligation to pay interest on the current level of customer deposits at a rate of 6% as established by the Public Utility Commission of Texas.

Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
STATEMENT OF RETAINED EARNINGS FOR THE YEAR					
<p>1. Report all changes in appropriated retained earnings, unappropriated retained earnings, and unappropriated undistributed subsidiary earnings for the year.</p> <p>2. Each credit and debit during the year should be identified as to the retained earnings account in which recorded (Accounts 433, 436 - 439 inclusive). Show the contra primary account affected in column (b)</p> <p>3. State the purpose and amount of each reservation or appropriation of retained earnings.</p> <p>4. List first account 439, Adjustments to Retained Earnings, reflecting adjustments to the opening balance of retained earnings. Follow by credit, then debit items in that order.</p> <p>5. Show dividends for each class and series of capital stock.</p> <p>6. Show separately the State and Federal income tax effect of items shown in account 439, Adjustments to Retained Earnings.</p> <p>7. Explain in a footnote the basis for determining the amount reserved or appropriated. If such reservation or appropriation is to be recurrent, state the number and annual amounts to be reserved or appropriated as well as the totals eventually to be accumulated.</p> <p>8. If any notes appearing in the report to stockholders are applicable to this statement, include them on pages 122-123.</p>					
Line No.	Item (a)	Contra Primary Account Affected (b)	Amount (c)		
	UNAPPROPRIATED RETAINED EARNINGS (Account 216)				
1	Balance-Beginning of Year		2,179,463,044		
2	Changes				
3	Adjustments to Retained Earnings (Account 439)				
4					
5					
6					
7					
8					
9	TOTAL Credits to Retained Earnings (Acct. 439)				
10	Benefit Adjustments		642,138		
11					
12					
13					
14					
15	TOTAL Debits to Retained Earnings (Acct. 439)		642,138		
16	Balance Transferred from Income (Account 433 less Account 418.1)		453,744,916		
17	Appropriations of Retained Earnings (Acct. 436)				
18					
19					
20					
21					
22	TOTAL Appropriations of Retained Earnings (Acct. 436)				
23	Dividends Declared-Preferred Stock (Account 437)				
24			-858,197		
25					
26					
27					
28					
29	TOTAL Dividends Declared-Preferred Stock (Acct. 437)		-858,197		
30	Dividends Declared-Common Stock (Account 438)				
31	Normal Dividend		-333,052,493		
32	Transition Bond Related Dividend		-738,197,000		
33					
34					
35					
36	TOTAL Dividends Declared-Common Stock (Acct. 438)		-1,071,249,493		
37	Transfers from Acct 216.1, Unapprop. Undistrib. Subsidiary Earnings				
38	Balance - End of Year (Total 1,9,15,16,22,29,36,37)		1,561,742,408		

Name of Respondent Reliant Energy HL&P	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec 31, 2001
FOOTNOTE DATA			

Schedule Page: 118 Line No.: 10 Column: c

During December 2001, a minimum liability adjustment was recorded for the Benefits Restoration Plan, which is an unfunded nonqualified plan that restores retirement benefits limited due to federally mandated restrictions on such benefits through the qualified plan.

This adjustment was required under SFAS 87 para. 36-37 to make sure that liabilities for the plan are not understated by the deferred cost recognition allowed under pension accounting. Specifically, this obligation (ABO) that the prepaid (accrued) balance must be adjusted to restore the liability up to the ABO with the offset going first to intangible (i.e., up to the amount prior service cost) and any excess is charged to comprehensive income as an equity adjustment (net of income tax effects).

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STATEMENT OF CASH FLOWS

- If the notes to the cash flow statement in the respondents annual stockholders report are applicable to this statement, such notes should be included in page 122-123. Information about non-cash investing and financing activities should be provided on Page 122-123. Provide also on pages 122-123 a reconciliation between "Cash and Cash Equivalents at End of Year" with related amounts on the balance sheet.
- Under "Other" specify significant amounts and group others.
- Operating Activities - Other: Include gains and losses pertaining to operating activities only. Gains and losses pertaining to investing and financing activities should be reported in those activities. Show on Page 122-123 the amount of interest paid (net of amounts capitalized) and income taxes paid.

Line No.	Description (See Instruction No. 5 for Explanation of Codes) (a)	Amounts (b)
1	Net Cash Flow from Operating Activities:	
2	Net Income	453,744,916
3	Noncash Charges (Credits) to Income:	
4	Depreciation and Depletion	752,542,192
5	Amortization of	
6	nuclear fuel	16,740,441
7	Other	
8	Deferred Income Taxes (Net)	-255,092,123
9	Investment Tax Credit Adjustment (Net)	-20,311,189
10	Net (Increase) Decrease in Receivables	-1,685,513
11	Net (Increase) Decrease in Inventory	6,498,459
12	Net (Increase) Decrease in Allowances Inventory	16,826,512
13	Net Increase (Decrease) in Payables and Accrued Expenses	130,782,777
14	Net (Increase) Decrease in Other Regulatory Assets	415,747,781
15	Net Increase (Decrease) in Other Regulatory Liabilities	16,885,135
16	(Less) Allowance for Other Funds Used During Construction	10,635,675
17	(Less) Undistributed Earnings from Subsidiary Companies	
18	Other:	-1,472,988
19	Fuel cost (under recovery)	-78,359,934
20	Interest on Under Recovery of Fuel	-36,829,953
21	Regulatory tax asset-net	-5,504,163
22	Net Cash Provided by (Used in) Operating Activities (Total 2 thru 21)	1,399,876,675
23		
24	Cash Flows from Investment Activities:	
25	Construction and Acquisition of Plant (including land):	
26	Gross Additions to Utility Plant (less nuclear fuel)	
27	Gross Additions to Nuclear Fuel	-943,321,491
28	Gross Additions to Common Utility Plant	
29	Gross Additions to Nonutility Plant	
30	(Less) Allowance for Other Funds Used During Construction	
31	Other:	32,448
32		
33		
34	Cash Outflows for Plant (Total of lines 26 thru 33)	-943,289,043
35		
36	Acquisition of Other Noncurrent Assets (d)	
37	Proceeds from Disposal of Noncurrent Assets (d)	
38		
39	Investments in and Advances to Assoc. and Subsidiary Companies	
40	Contributions and Advances from Assoc. and Subsidiary Companies	
41	Disposition of Investments in (and Advances to)	
42	Associated and Subsidiary Companies	
43		
44	Purchase of Investment Securities (a)	
45	Proceeds from Sales of Investment Securities (a)	

Name of Respondent Reliant Energy HL&P		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report Dec. 31, 2001
STATEMENT OF CASH FLOWS				
4. Investing Activities include at Other (line 31) net cash outflow to acquire other companies. Provide a reconciliation of assets acquired with liabilities assumed on pages 122-123. Do not include on this statement the dollar amount of Leases capitalized per US of A General Instruction 20; instead provide a reconciliation of the dollar amount of Leases capitalized with the plant cost on pages 122-123.				
5. Codes used: (a) Net proceeds or payments. (c) Include commercial paper. (b) Bonds, debentures and other long-term debt. (d) Identify separately such items as investments, fixed assets, intangibles, etc.				
6. Enter on pages 122-123 clarifications and explanations.				
Line No.	Description (See Instruction No. 5 for Explanation of Codes) (a)	Amounts (b)		
46	Loans Made or Purchased			
47	Collections on Loans			
48				
49	Net (Increase) Decrease in Receivables			
50	Net (Increase) Decrease in Inventory			
51	Net (Increase) Decrease in Allowances Held for Speculation			
52	Net Increase (Decrease) in Payables and Accrued Expenses			
53	Other			
54				
55				
56	Net Cash Provided by (Used in) Investing Activities			
57	Total of lines 34 thru 55)	-943,289,043		
58				
59	Cash Flows from Financing Activities:			
60	Proceeds from Issuance of:			
61	Long-Term Debt (b)			
62	Preferred Stock			
63	Common Stock			
64	Other:			
65	Securitization of bonds			
66	Net Increase in Short-Term Debt (c)			
67	Other:			
68	special deposits Transition bonds	-6,760,346		
69				
70	Cash Provided by Outside Sources (Total 61 thru 69)	-6,760,346		
71				
72	Payments for Retirement of:			
73	Long-term Debt (b)			
74	Preferred Stock	-9,739,700		
75	Common Stock	10,810,762		
76	Other:			
77	Preferred stock redemption premium	-486,985		
78	Net Decrease in Short-Term Debt (c)	-16,000,000		
79	Decrease in Notes Payable	-102,645,215		
80	Dividends on Preferred Stock			
81	Dividends on Common Stock	-329,403,678		
82	Net Cash Provided by (Used in) Financing Activities			
83	(Total of lines 70 thru 81)	-454,225,162		
84				
85	Net Increase (Decrease) in Cash and Cash Equivalents			
86	(Total of lines 22,57 and 83)	2,362,470		
87				
88	Cash and Cash Equivalents at Beginning of Year	1,079,175		
89				
90	Cash and Cash Equivalents at End of Year	3,441,645		