

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):

AUGUST 6, 1997 (Item 1)
AUGUST 18, 1997 (Item 4)

NORAM ENERGY CORP.*
(FORMERLY HI MERGER, INC.)
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	1-13265 (Commission File Number)	76-0511406 (IRS Employer Identification No.)
1111 LOUISIANA HOUSTON, TEXAS (Address of principal executive offices)		77002 (ZIP Code)

Registrant's telephone number, including area code: (713) 207-3000

NORAM ENERGY CORP.*
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	1-3751 (Commission File Number)	72-0120530 (I.R.S. Employer Identification No.)
1600 SMITH, 32ND FLOOR HOUSTON, TEXAS (Address of principal executive offices)		77002 (ZIP Code)

Registrant's telephone number, including area code: (713) 654-5699

*On August 6, 1997, NorAm Energy Corp. (Old NorAm) merged with and into HI Merger, Inc., a subsidiary of Houston Industries Incorporated. HI Merger, Inc. was renamed NorAm Energy Corp. (New NorAm) effective upon consummation of the merger. This Form 8-K relates to both Old NorAm and New NorAm.

ITEM 1. CHANGES IN CONTROL OF REGISTRANT.

On August 6, 1997, NorAm Energy Corp. (Old NorAm) merged (Merger) with and into HI Merger, Inc., a subsidiary of Houston Industries Incorporated (HI). Upon consummation of the merger, HI Merger, Inc., the surviving corporation, was renamed "NorAm Energy Corp." (New NorAm) and became a wholly owned subsidiary of HI. For additional information regarding the change in control of Old NorAm, reference is made to Item 2 of the Report on Form 8-K of HI dated August 6, 1997 (File No. 1-3187), which item is incorporated herein by reference.

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

On August 18, 1997, the Board of Directors of New NorAm dismissed Coopers & Lybrand L.L.P. (Former Accountants) as independent auditors for New NorAm. Pursuant to resolutions adopted by the Board of Directors of New NorAm, Deloitte & Touche LLP has been engaged as New NorAm's new independent auditors (New Accountants) effective August 18, 1997. The Board of Directors' decision to retain the New Accountants was based on the fact that the New Accountants are the independent auditors for HI and its other consolidated subsidiaries and management's desire to consolidate external audit functions within one firm.

The Former Accountants' reports on Old NorAm's financial statements as of and for the fiscal years ended December 31, 1995 and 1996 did not contain an adverse opinion or a disclaimer of opinion and its reports were not qualified or modified as to uncertainty, audit scope or accounting principles. During Old NorAm's two most recent fiscal years ending December 31, 1995 and 1996, respectively, and the subsequent interim period (through June 30, 1997), there have been no disagreements with the Former Accountants, which would have caused the Former Accountants to make a reference to the subject matter of the disagreement in connection with its report. During Old NorAm's two most recent fiscal years, ending December 31, 1995 and 1996, respectively, and subsequent interim period (through June 30, 1997), there did not occur any of the events listed in Item 304(a)(1)(v)(A) through (D) of Regulation S-K.

During Old NorAm's two most recent fiscal years (1995 and 1996) and subsequent interim period (through June 30, 1997), neither Old NorAm nor anyone acting on its behalf consulted the New Accountants regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, (ii) the type of audit opinion that might be rendered on Old NorAm's financial statements, or (iii) any matter that was either the subject of a disagreement (as defined in paragraph (a)(1)(iv) of Regulation S-K, Item 304 and the related instructions), or a reportable event (as described in paragraph (a)(1)(v) of Regulation S-K, Item 304).

Reference is made to Exhibit 16 attached hereto for a letter from the Former Accountants addressed to the Securities and Exchange Commission stating that such accountants agree with the disclosure applicable to them and contained in this Item 4.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

The following exhibit is filed herewith.

- 16 Letter dated August 21, 1997, of Coopers & Lybrand L.L.P. to the SEC in accordance with subparagraph (a)(3) of Item 304 of Regulation S-K.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORAM ENERGY CORP.
(FORMERLY HI MERGER, INC.)
(Registrant)

/s/ Mary P. Ricciardello

Mary P. Ricciardello
Vice President and Comptroller

Date: August 21, 1997

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NORAM ENERGY CORP.
(Registrant)

/s/ Mary P. Ricciardello

Mary P. Ricciardello
Vice President and Comptroller

Date: August 21, 1997

(Letterhead of Coopers & Lybrand L.L.P.)

August 21, 1997

Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549

Gentlemen:

We have read the statements made by NorAm Energy Corp. (copy attached), which we understand will be filed with the Commission, pursuant to Item 4 of Form 8-K, as part of the Company's Form 8-K report filed on August 21, 1997. We agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

Coopers & Lybrand L.L.P.