

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

FORM U-1/A

AMENDMENT NO. 3 TO  
APPLICATION/DECLARATION

UNDER

THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

CenterPoint Energy, Inc.  
1111 Louisiana  
Houston, Texas 77002

Utility Holding, LLC  
200 West Ninth Street Plaza  
Suite 411  
Wilmington, Delaware 19801

CenterPoint Energy Funding Company  
CenterPoint Energy Houston Electric, LLC  
CenterPoint Energy Transition Bond Company, LLC  
Houston Industries FinanceCo GP, LLC  
Houston Industries FinanceCo LP  
Reliant Energy FinanceCo II GP, LLC  
Reliant Energy FinanceCo II LP  
Reliant Energy FinanceCo III GP, LLC  
Reliant Energy FinanceCo III LP  
Reliant Energy FinanceCo IV GP, LLC  
Reliant Energy FinanceCo IV LP  
CenterPoint Energy, Inc. (a Delaware corporation)  
CenterPoint Energy Investment Management, Inc.  
CenterPoint Energy Management Services, Inc.  
CenterPoint Energy District Cooling, LLC  
CenterPoint Energy Thermal Systems (Delaware), Inc.  
CenterPoint Energy District Cooling, L.P.  
CenterPoint Energy Power Systems, Inc.  
CenterPoint Energy Products, Inc.

CenterPoint Energy Properties, Inc.  
CenterPoint Energy Tegco, Inc.  
HL&P Capital Trust I  
HL&P Capital Trust II  
HL&P Receivables, Inc.  
Houston Industries Energy (UK), Inc.  
NorAm Energy Corp.  
REI Trust  
Reliant Energy Water, Inc.  
Texas Genco Holdings, Inc.  
Texas Genco GP, LLC  
Texas Genco LP, LLC  
Texas Genco, LP  
Utility Rail Services, Inc.  
UFI Services, Inc.  
CenterPoint Energy Resources Corp.  
ALG Gas Supply Company  
Allied Materials Corporation  
Arkansas Louisiana Finance Corporation  
Arkla Industries Inc.  
Arkla Products Company  
Blue Jay Gas Company  
CenterPoint Energy Alternative Fuels, Inc.  
CenterPoint Energy Consumer Group, Inc.  
CenterPoint Energy Field Services, Inc.  
CenterPoint Energy Field Services Holdings, Inc.  
CenterPoint Energy Gas Processing, Inc.  
CenterPoint Energy Gas Marketing Company  
CenterPoint Energy Gas Receivables, LLC  
CenterPoint Energy Gas Resources Corp.  
CenterPoint Energy Gas Transmission Company  
CenterPoint Energy Hub Services, Inc.  
CenterPoint Energy - Illinois Gas Transmission Company  
CenterPoint Energy Intrastate Holdings, LLC  
Pine Pipeline Acquisition Company, LLC  
CenterPoint Energy Marketing, Inc.  
CenterPoint Energy Retail Interests, Inc.  
CenterPoint Energy - Mississippi River Transmission Corporation  
CenterPoint Energy MRT Holdings, Inc.  
CenterPoint Energy MRT Services Company  
CenterPoint Energy Pipeline Services, Inc.  
CenterPoint Energy OQ, LLC  
OQ Partners, a general partnership  
CenterPoint Energy Trading and Transportation  
Group, Inc.  
Entex Gas Marketing Company  
Entex NGV, Inc.

Entex Oil & Gas Company  
Industrial Gas Supply Corporation  
Intex, Inc.  
Louisiana Unit Gas Transmission Company  
Minnesota Intrastate Pipeline Company  
National Furnace Company  
NorAm Financing  
NorAm Utility Services, Inc.  
Reliant Energy Funds Management, Inc.  
Unit Gas Transmission Company  
United Gas, Inc.  
CenterPoint Energy International, Inc.  
CenterPoint Energy International Holdings, LLC  
Reliant Energy El Salvador, S.A. de C.V.  
CenterPoint Energy International II, Inc.  
HIE Ford Heights, Inc.  
HIE Fulton, Inc.  
Reliant Energy India, Inc.  
Reliant Energy Rain, Inc.  
Rain Calcining Limited  
CenterPoint Energy International Services, Inc.  
CenterPoint Energy Light, Inc.  
HI Energy Holdings I B.V.  
Reliant Energy Brasil, Ltda.  
Reliant Energy Brazil Ltd.  
HIE Brasil Rio Sul Ltda.  
Reliant Energy International Brasil Ltda.  
Reliant Energy Brazil Tiete Ltd.  
Reliant Energy Colombia Ltda.  
Reliant Energy Outsource Ltd.  
Venus Generation El Salvador  
Worldwide Electric Holdings B.V.

c/o CenterPoint Energy, Inc.  
1111 Louisiana  
Houston, Texas 77002

(Name of companies filing this statement  
and address of principal executive offices)

CenterPoint Energy, Inc.  
1111 Louisiana  
Houston, Texas 77002

(Name of top registered holding company parent of each applicant or declarant)

Rufus S. Scott  
Vice President, Deputy General Counsel and Assistant Corporate Secretary  
CenterPoint Energy, Inc.  
1111 Louisiana  
Houston, Texas 77002  
(713) 207-7451

(Names and addresses of agents for service)

The Commission is also requested to send copies  
of any communications in connection with this matter to:

James R. Doty, Esq.  
Joanne C. Rutkowski, Esq.  
Baker Botts L.L.P.  
The Warner  
1299 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004-2400  
(202) 639-7700

Margo S. Scholin, Esq.  
Baker Botts L.L.P.  
3000 One Shell Plaza  
Houston, Texas 77002-4995  
(713) 229-1234

CenterPoint Energy, Inc. and its Subsidiaries (together, the "Applicants") hereby provide an opinion of counsel as Exhibit F-1 to their Application/Declaration in File No. 070-10128.

This Amendment No. 3 to the Application-Declaration is intended to supplement Amendment No. 2 to the Application-Declaration ("Amendment No. 2"). Terms not defined herein shall have the meaning provided them in Amendment No. 2.

Exhibits

F-1 Opinion of counsel.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the Applicants have duly caused this Application/Declaration to be signed on their behalf by the undersigned thereunto duly authorized.

Date: June 30, 2003

CENTERPOINT ENERGY, INC.  
and its Subsidiaries

By: /s/ Rufus S. Scott

-----  
Rufus S. Scott  
Vice President, Deputy General Counsel and Assistant Corporate Secretary  
CenterPoint Energy, Inc.

June 30, 2003

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

Re: CenterPoint Energy, Inc. (File No. 70-10128)

Dear Ladies and Gentlemen:

I am writing in reference to the Application-Declaration on Form U-1 in File No. 70-10128, as amended (the "Application"), under the Public Utility Holding Company Act of 1935, as amended (the "1935 Act"), filed by CenterPoint Energy, Inc. and its subsidiary companies (collectively, the "Applicants"), seeking certain financing and related authority (the "Transactions").

I have acted as counsel to Applicants in connection with the filing of the Amendments. All capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Application. I am a member of the State Bar of Texas.

In connection with this opinion, I or attorneys in whom I have confidence, have examined originals or copies, certified or otherwise identified to my satisfaction, of such records and such other documents, certificates and corporate or other records as I have deemed necessary or appropriate as a basis for the opinions expressed in this letter. In my examination, I have assumed the genuineness of all signatures, the legal capacity of all persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of documents submitted to me as certified or photostatic copies and the authenticity of the originals of such copies. As to various questions of fact material to such opinions, I have, when relevant facts were not independently established, relied upon statements contained in the Amendments.

The opinions expressed below are subject to the following assumptions, qualifications, limitations, conditions and exceptions:

(a) The Commission shall have duly entered an appropriate order or orders with respect to the proposed Transactions, as described in the Application, permitting the Application to become effective under the 1935 Act and the rules and regulations thereunder, and the proposed Transactions are consummated in accordance with the Application and the Commission's orders.

(b) No act or event other than as described herein shall have occurred subsequent to the date hereof which would change the opinions expressed.

(c) The Applicants will at the time of the proposed Transactions be incorporated or validly formed business entities in the jurisdictions in which they are domiciled.

Based upon the foregoing and subject to the assumptions, qualifications, limitations, conditions and exceptions set forth herein, it is my opinion that, in the event that the proposed Transactions are consummated in accordance with the Application:

(a) all state laws applicable to the proposed Transactions will have been complied with;

(b) the issuer of any securities proposed in the Application is validly organized and duly existing; and

(c) the consummation of the proposed Transactions will not violate the legal rights of the holders of any securities issued by the Applicants or any of their respective subsidiaries and associate companies.

I hereby consent to the filing of this opinion as an exhibit to the Application.

This opinion speaks as of the date hereof, and I disclaim any obligation to update or supplement this opinion to reflect any facts or

circumstances that may hereafter come to my attention or any change in laws that may hereafter occur or to advise you of any changes that occur after the date hereof.

This opinion is intended to be for the benefit of the Securities and Exchange Commission and may be relied upon only by it. It may not be relied upon by any other person or for any other purpose.

Sincerely,

/s/ Rufus S. Scott

Rufus S. Scott