

02-14-2003



102366534 ONLY

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Reliant Energy, Incorporated 2-12-03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: CenterPoint Energy Houston Electric, L.L.C.
Internal Address:
Street Address: 1111 Louisiana
City: Houston State: TX Zip: 77002
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other a Texas Limited Liability Company
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other conversion
Execution Date: 08/30/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/029,780; 76/360,453; 76/383,800
B. Trademark Registration No.(s) N/A
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: James R. Robinson
Internal Address: Baker Botts L.L.P.
Street Address: 910 Louisiana
City: Houston State: TX Zip: 77002

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$ 90.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 50-1994

9. Signature
James R. Robinson
Name of Person Signing

Signature (Handwritten)

02/06/2003
Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

OFFICE OF RECORDS

703 FEB 12 11 31 27 FINANCE SECTION

02/13/2003 DDYRNE 00000072 501994 76029780
01 FC:0521 10.00 CH
02 FC:0522 50.00 CH



Office of the Secretary of State

**CERTIFICATE OF CONVERSION
OF**

CenterPoint Energy Houston Electric, LLC
Filing Number: 800119842

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

RELIANT ENERGY, INCORPORATED
Filing Number: 1513800

Converting it to

CenterPoint Energy Houston Electric, LLC

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 08/30/2002

Effective: 08/31/2002 at 11:54 p.m. CST



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State



Office of the Secretary of State

**CERTIFICATE OF ORGANIZATION
OF**

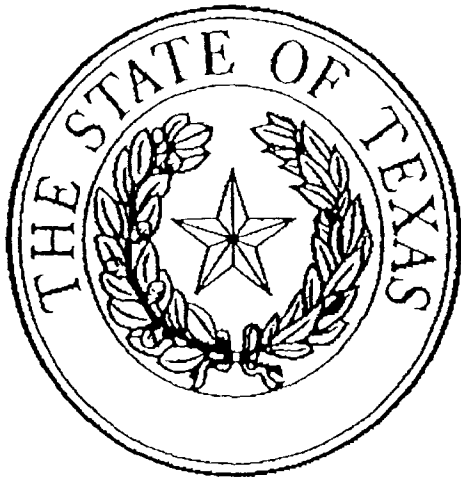
CenterPoint Energy Houston Electric, LLC
Filing Number: 800119842

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Organization for the above named company have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Organization.

Issuance of this Certificate of Organization does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 08/30/2002
Effective: 08/31/2002 at 11:54 p.m. CST



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

AUG 30 2002

Corporations Section

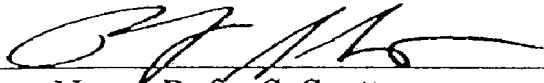
ARTICLES OF CONVERSION
OF
RELIANT ENERGY, INCORPORATED

The undersigned officer of Reliant Energy, Incorporated, hereby certifies the following:

1. The converting entity is Reliant Energy, Incorporated (the "Converting Entity"), a corporation incorporated under the laws of the State of Texas.
2. The plan of conversion of the Converting Entity (the "Plan of Conversion") has been approved by the shareholders of the Converting Entity.
3. An executed Plan of Conversion is on file at the principal place of business of the Converting Entity at 1111 Louisiana, Houston, Texas 77002. An executed Plan of Conversion will be on file, from and after the conversion, at the principal place of business of CenterPoint Energy Houston Electric, LLC, the converted entity (the "Converted Entity"), at 1111 Louisiana, Houston, Texas 77002.
4. A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion), on written request and without cost, to any shareholder of the Converting Entity or member of the Converted Entity.
5. Immediately prior to the effective time of the conversion specified in paragraph 8 below, the outstanding capital stock of the Converting Entity consists of 1,000 shares of common stock, without par value ("Common Stock"), and 3,160 shares of Series E Preference Stock, without par value ("Series E Preference Stock"). The holders of all outstanding shares of Common Stock and Series E Preference Stock signed written consents approving the Plan of Conversion.
6. The Converted Entity will assume and be liable for the payment of all fees and franchise taxes payable by or imposed on the Converting Entity.
7. Approval of the Plan of the Conversion was duly authorized by all action required by laws under which the Converting Entity was incorporated and by its constituent documents.
8. The conversion will become effective at 11:54 p.m., Houston time, on August 31, 2002 in accordance with provisions of Article 10.03 of the Texas Business Corporation Act and Article 9.02 of the Texas Limited Liability Company Act.

EXECUTED this 30th day of August, 2002.

RELIANT ENERGY, INCORPORATED

By 
Name: Rufus S. Scott
Title: Vice President

ARTICLES OF ORGANIZATION

OF

CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC

I, the undersigned, a natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization therefor:

ARTICLE I

The name of the limited liability company is CenterPoint Energy Houston Electric, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual.

ARTICLE III

The purpose of the Company is the transaction of any or all business for which a limited liability company may be organized under the Act.

ARTICLE IV

The address of the Company's initial registered office is 1021 Main Street, Suite 1150, Houston, Texas 77002, and the name of the Company's initial registered agent at such address is CT Corporation System.

ARTICLE V

The Company shall have managers. The name and address of the sole initial manager of the Company is:

David M. McClanahan
1111 Louisiana
Houston, Texas 77002

ARTICLE VI

The Company is being formed pursuant to a plan of conversion under Section 10.08 of the Act and Article 5.17 of the Texas Business Corporation Act.

ARTICLE VII

The name and address of the converting entity (the "Converting Entity") are as follows:

Reliant Energy, Incorporated
1111 Louisiana
Houston, Texas 77002

The Converting Entity is a corporation incorporated under the laws of the State of Texas. The Converting Entity was incorporated on January 9, 1906 under the name Houston Lighting & Power Company.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 30th day of August, 2002.



Richard B. Dauphin
Organizer