

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

FORM 10-K/A

AMENDMENT NO. 1

(MARK ONE)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 1-13265

CENTERPOINT ENERGY RESOURCES CORP.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

76-0511406
(I.R.S. Employer
Identification Number)

1111 LOUISIANA
HOUSTON, TEXAS 77002
(Address and zip code of principal
executive offices)

(713) 207-1111
(Registrant's telephone number,
including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS

NAME OF EACH EXCHANGE ON WHICH REGISTERED

NorAm Financing I 6 1/4% Convertible Trust
Originated Preferred Securities
6% Convertible Subordinated Debentures due
2012

New York Stock Exchange
New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
NONE

CENTERPOINT ENERGY RESOURCES CORP. MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION I(1)(a) AND (b) OF FORM 10-K AND IS THEREFORE FILING THIS FORM 10-K WITH THE REDUCED DISCLOSURE FORMAT.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Act).

Yes No

The aggregate market value of the common equity held by non-affiliates as of June 30, 2004: None

TABLE OF CONTENTS

PAGE

PART IV

Item 15. Exhibits and Financial Statement Schedules..... 1

EXPLANATORY NOTE

This Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2004 (the "Annual Report") is solely for the purpose of supplementing the Annual Report by filing the opinion of our independent registered public accounting firm regarding the financial statement schedule contained in Item 15 that was inadvertently omitted from our original filing. Accordingly, pursuant to Rule 12b-15 of the Securities Exchange Act, this Amendment No. 1 includes such opinion together with a consent of our independent registered public accounting firm (Exhibit 23), the complete text of Item 15, including the financial statement schedule listed in Item 15(a)(2), as well as relevant certifications (Exhibits 31.1 and 31.2). This Amendment No. 1 does not reflect events occurring after the filing of the original Annual Report, or modify or update the disclosures therein in any way other than as described above.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

PAGE

(a)(1) Financial Statements*.	
Statements of Consolidated Income for the Three Years Ended December 31, 2004.....	26
Statements of Consolidated Comprehensive Income for the Three Years Ended December 31, 2004.....	27
Consolidated Balance Sheets at December 31, 2004 and 2003.....	28
Statements of Consolidated Cash Flows for the Three Years Ended December 31, 2004.....	29
Statements of Consolidated Stockholder's Equity for the Three Years Ended December 31, 2004.....	30
Notes to Consolidated Financial Statements.....	31
Report of Independent Registered Public Accounting Firm.....	51
(a)(2) Financial Statement Schedules for the Three Years Ended December 31, 2004.	
II -- Qualifying Valuation Accounts.....	2

* Note that the page numbers referenced for the financial statements in (a)(1) above are the relevant page numbers of our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 as originally filed on March 24, 2005.

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 beginning on page 4.

CENTERPOINT ENERGY RESOURCES CORP. AND SUBSIDIARIES
(AN INDIRECT WHOLLY OWNED SUBSIDIARY OF CENTERPOINT ENERGY, INC.)

SCHEDULE II -- QUALIFYING VALUATION ACCOUNTS
FOR THE THREE YEARS ENDED DECEMBER 31, 2004

COLUMN A COLUMN
 B COLUMN C
 COLUMN D COLUMN
 E - -----

ADDITIONS -----

BALANCE BALANCE
 AT CHARGED TO
 DEDUCTIONS AT
 BEGINNING
 CHARGED OTHER
 FROM END OF
 DESCRIPTION OF
 PERIOD TO INCOME
 ACCOUNTS(1)
 RESERVES(2)
 PERIOD - -----

-- (IN
 THOUSANDS) Year
 Ended December

31, 2004:
 Accumulated
 provisions:
 Uncollectible
 accounts

receivable.....
 \$27,975 \$ 26,017
 \$ -- \$26,059
 \$27,933 Deferred
 tax asset
 valuation
 allowance..

73,248 (67,428)
 14,114 -- 19,934
 Year Ended
 December 31,
 2003:

Accumulated
 provisions:
 Uncollectible
 accounts

receivable.....
 19,568 23,713 --
 15,306 27,975
 Deferred tax
 asset valuation
 allowance..

82,880 (9,632) -
 - -- 73,248 Year
 Ended December
 31, 2002:

Accumulated
 provisions:
 Uncollectible
 accounts

receivable.....
 33,047 15,391 --
 28,870 19,568
 Deferred tax
 asset valuation
 allowance..
 14,999 67,881 --
 -- 82,880

(1) Charges to other accounts represent changes in presentation to reflect state tax attributes net of federal tax benefit as well as to reflect amounts that were netted against related attribute balances in prior years.

(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 report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on the 29th day of August, 2005.

CENTERPOINT ENERGY RESOURCES CORP.
(Registrant)

By: /s/ DAVID M. MCCLANAHAN

David M. McClanahan
President and Chief Executive Officer

CENTERPOINT ENERGY RESOURCES CORP.

EXHIBITS TO THE ANNUAL REPORT ON FORM 10-K
FOR FISCAL YEAR ENDED DECEMBER 31, 2004

INDEX OF EXHIBITS

Exhibits filed herewith are designated by a cross (+); exhibits previously filed with our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 as originally filed on March 24, 2005 are designated by two crosses (++); all exhibits not so designated are incorporated herein by reference to a prior filing as indicated.

SEC FILE OR
EXHIBIT
REGISTRATION
EXHIBIT
NUMBER
DESCRIPTION
REPORT OR
REGISTRATION
STATEMENT
NUMBER
REFERENCE -

----- 2(a)
(1) --
Agreement
and Plan of
Merger HI's
Form 8-K
dated August
11, 1-7629 2
among the
Company,
HL&P, HI
1996 Merger,
Inc. and
NorAm dated
August 11,
1996 2(a)(2)
-- Amendment
to Agreement
and Plan
Registration
Statement on
Form 333-
11329 2(c)
of Merger
among the
Company, S-4
HL&P, HI
Merger, Inc.
and NorAm
dated August
11, 1996 2(b)
-- Agreement
and Plan of
Merger
Registration
Statement on
Form 333-
54526 2
dated
December 29,
2000 S-3
merging
Reliant
Resources
Merger Sub,
Inc. with
and into
Reliant

Energy
Services,
Inc. 3(a)(1)

--

Certificate
of
Incorporation
of Form 10-K
for the year
ended 1-3187
3(a)(1) RERC
Corp.

December 31,
1997 3(a)(2)

--

Certificate
of Merger
merging Form
10-K for the
year ended
1-3187 3(a)
(2) former
NorAm Energy
Corp. with
December 31,
1997 and
into HI
Merger, Inc.
dated August
6, 1997 3(a)

(3) --

Certificate
of Amendment
Form 10-K
for the year
ended 1-3187
3(a)(3)

changing the
name to
Reliant
December 31,
1998 Energy
Resources
Corp. 3(a)

(4) --

Certificate
of Amendment
Form 10-Q
for the
quarter
ended 1-
13265 3(a)

(4) changing
the name to
June 30,
2003

CenterPoint
Energy
Resources

Corp. 3(b) -
- Bylaws of
RERC Corp.

Form 10-K
for the year
ended 1-3187
3(b)

December 31,
1997 4(a)(1)

--

Indenture,
dated as of
December
NorAm's Form
10-K for the
year 1-13265

4.14 1,
1986,
between
NorAm and
ended
December 31,
1986

Citibank,
N.A., as
Trustee 4(a)
(2) -- First
Supplemental
Indenture to
Form 10-K
for the year
ended 1-3187
4(a)(2)
Exhibit 4(a)
(1) dated as
of December
31, 1997
September
30, 1988
4(a)(3) --
Second
Supplemental
Indenture to
Form 10-K
for the year
ended 1-3187
4(a)(3)
Exhibit 4(a)
(1) dated as
of December
31, 1997
November 15,
1989 4(a)(4)
-- Third
Supplemental
Indenture to
Form 10-K
for the year
ended 1-3187
4(a)(4)
Exhibit 4(a)
(1) dated as
of December
31, 1997
August 6,
1997 4(b)(1)
--
Indenture,
dated as of
March 31,
NorAm's
Registration
Statement
33-14586
4.20 1987,
between
NorAm and
Chase on
Form S-3
Manhattan
Bank, N.A.,
as Trustee,
authorizing
6%
Convertible
Subordinated
Debentures
due 2012
4(b)(2) --
Supplemental
Indenture to
Form 10-K
for the year
ended 1-3187
4(b)(2)
Exhibit 4(b)
(1) dated as
of December
31, 1997
August 6,
1997

SEC FILE OR
EXHIBIT
REGISTRATION
EXHIBIT
NUMBER
DESCRIPTION
REPORT OR
REGISTRATION
STATEMENT
NUMBER
REFERENCE -

-- 4(c)(1)
-- Form of
Indenture
between
NorAm
NorAm's
Registration
Statement
33-64001
4.8 and The
Bank of New
York as on
Form S-3
Trustee

4(c)(2) --
Form of
First
Supplemental
NorAm's
Form 8-K
dated June
10, 1-13265
4.01

Indenture
to Exhibit
4(c)(1)
1996 4(c)
(3) --
Second
Supplemental
Indenture
to Form 10-
K for the
year ended
1-3187 4(d)
(3) Exhibit
4(c)(1)
dated as of
December
31, 1997
August 6,
1997 4(d) -
-

Indenture,
dated as of
December
Registration
Statement
on Form
333-41017
4.1 1,
1997,
between
RERC Corp.
S-3 and
Chase Bank
of Texas,
National
Association
4(e)(1) --

Indenture,
dated as of
February
Form 8-K
dated
February 5,
1998 1-
13265 4.1
1, 1998,
between
RERC Corp.
and Chase
Bank of
Texas,
National
Association,
as Trustee
4(e)(2) --
Supplemental
Indenture
No. 1, Form
8-K dated
February 5,
1998 1-
13265 4.2
dated as of
February 1,
1998,
providing
for the
issuance of
RERC
Corp.'s 6
1/2%
Debentures
due
February 1,
2008 4(e)
(3) --
Supplemental
Indenture
No. 2, Form
8-K dated
November 9,
1998 1-
13265 4.1
dated as of
November 1,
1998,
providing
for the
issuance of
RERC
Corp.'s 6
3/8% Term
Enhanced
ReMarketable
Securities
4(e)(4) --
Supplemental
Indenture
No. 3,
Registration
Statement
on Form
333-49162
4.2 dated
as of July
1, 2000, S-
4 providing
for the
issuance of
RERC
Corp.'s
8.125%
Notes due
2005 4(e)
(5) --
Supplemental
Indenture
No. 4, Form
8-K dated

February
21, 2001 1-
13265 4.1
dated as of
February
15, 2001,
providing
for the
issuance of
RERC
Corp.'s
7.75% Notes
due 2011
4(e)(6) --
Supplemental
Indenture
No. 5, Form
8-K dated
March 18,
2003 1-
13265 4.1
dated as of
March 25,
2003,
providing
for the
issuance of
CERC
Corp.'s
7.875%
Senior
Notes due
2013 4(e)
(7) --
Supplemental
Indenture
No. 6, Form
8-K dated
April 7,
2003 1-
13265 4.2
dated as of
April 14,
2003,
providing
for the
issuance of
CERC
Corp.'s
7.875%
Senior
Notes due
2013 4(e)
(8) --
Supplemental
Indenture
No. 7, Form
8-K dated
October 29,
2003 1-
13265 4.2
dated as of
November 3,
2003,
providing
for the
issuance of
CERC
Corp.'s
5.95%
Senior
Notes due
2014 4(f) -
-\$250,000,000
Credit
Agreement,
Form 8-K
dated March
31, 2004 1-
13265 4.1
dated as of

March 23,
2004, among
CERC Corp.,
as
borrower,
and the
Initial
Lenders
named
therein, as
Initial
Lenders

REPORT AND CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have audited the consolidated financial statements of CenterPoint Energy Resources Corp. and subsidiaries (the Company) as of December 31, 2004 and 2003, and for each of the three years in the period ended December 31, 2004, and have issued our report thereon dated March 23, 2005; such report has previously been filed as part of the Company's Annual Report on Form 10-K for the year ended December 31, 2004 (Form 10-K). Our audits also included the financial statement schedule the Company listed in the index at Item 15 (a)(2) of the Form 10-K and of this Annual Report on Form 10-K/A of the Company for the year ended December 31, 2004 (Form 10-K/A). This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, also dated March 23, 2005, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We consent to the incorporation by reference in Registration Statement No. 333-54256 on Form S-3 of our report dated March 23, 2005, relating to the financial statement schedule of CenterPoint Energy Resources Corp. appearing in this Form 10-K/A.

DELOITTE & TOUCHE LLP

Houston, Texas

August 26, 2005

CERTIFICATIONS

I, David M. McClanahan, certify that:

1. I have reviewed this annual report on Form 10-K/A of CenterPoint Energy Resources Corp.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: August 29, 2005

/s/ David M. McClanahan

David M. McClanahan
President and Chief Executive Officer

CERTIFICATIONS

I, Gary L. Whitlock, certify that:

1. I have reviewed this annual report on Form 10-K/A of CenterPoint Energy Resources Corp.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: August 29, 2005

/s/ Gary L. Whitlock

Gary L. Whitlock
Executive Vice President and Chief
Financial Officer