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): September 4, 2018

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

Delaware	1-13265	76-0511406
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1111 Louisiana Houston, Texas	77002
(Address of principal executive offices)	(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 2.01. Completion of Acquisition or Disposition of Assets.

On September 4, 2018, CenterPoint Energy Resources Corp. ("CERC") entered into a Contribution Agreement, by and between CERC and CenterPoint Energy Midstream, Inc., a wholly owned subsidiary of CERC ("CNP Midstream"), pursuant to which CERC contributed its equity investment in Enable Midstream Partners, LP ("Enable") consisting of Enable common units and its interests in Enable's general partner, Enable GP, LLC ("Enable GP"), to CNP Midstream (collectively, such contributions the "Enable Contribution"). Immediately following the Enable Contribution, CERC distributed all of its interest in CNP Midstream to Utility Holding, LLC ("Utility Holding"), CERC's sole stockholder and a wholly owned subsidiary of CenterPoint Energy, Inc. ("CenterPoint Energy"). Utility Holding then distributed all of its interest in CNP Midstream to CenterPoint Energy, its sole member (collectively, such distributions together with the Enable Contribution, the "Internal Spin").

As of June 30, 2018, CERC owned approximately 54.0% of the common units representing limited partner interests in Enable and a 50% management interest and a 40% economic interest in Enable GP.

After the Internal Spin, CenterPoint Energy will continue to directly own an aggregate of 14,520,000 Series A Fixed-to-Floating Non-Cumulative Redeemable Perpetual Preferred Units, representing limited partner interests in Enable.

Item 7.01. Regulation FD Disclosure.

On September 4, 2018, CenterPoint Energy issued a press release announcing the Internal Spin. The press release is attached to this report as Exhibit 99.2, and is being furnished, not filed, pursuant to Item 7.01. Accordingly, the information in Exhibit 99.2 will not be incorporated by reference into any registration statement filed by CERC under the Securities Act of 1933, as amended, unless specifically identified as being incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(b) *Pro Forma Financial Information*

The unaudited pro forma condensed consolidated financial information relating to the Internal Spin is attached hereto as Exhibit 99.1.

The exhibits listed below are filed or furnished, as applicable, herewith.

(d) Exhibits.

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
99.1	Unaudited pro forma condensed consolidated financial information relating to the Internal Spin.
99.2	Press release dated September 4. 2018.

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 hereunto duly authorized.

CENTERPOINT ENERGY RESOURCES CORP.

Date: September 4, 2018

By:/s/ Dana C. O'Brien
Dana C. O'Brien
Senior Vice President, General Counsel and
Assistant Secretary

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The Unaudited Pro Forma Condensed Consolidated Financial Statements (pro forma financial statements) have been derived from the historical consolidated financial statements of CenterPoint Energy Resources Corp. (CERC). The following pro forma financial statements should be read in conjunction with:

- the accompanying Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements;
- the consolidated financial statements of CERC as of and for the year ended December 31, 2017, included in CERC’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission (SEC) on February 22, 2018; and
- the unaudited consolidated financial statements of CERC as of and for the six months ended June 30, 2018, included in CERC’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, filed with the SEC on August 3, 2018.

On September 4, 2018, CERC contributed its equity investment in Enable Midstream Partners, LP (Enable) consisting of approximately 54% of the common units representing limited partner interests in Enable (common units) and CERC’s 50% management interest and 40% economic interest in Enable’s general partner, Enable GP, LLC (GP interests), to CenterPoint Energy Midstream, Inc. (CenterPoint Midstream). CERC then distributed all of its equity interest in CenterPoint Midstream to Utility Holding, LLC, which then distributed all of its equity interest in CenterPoint Midstream to CenterPoint Energy, Inc. (CenterPoint Energy), hereafter collectively referred to as the Internal Spin. In connection with the Internal Spin, CenterPoint Energy made a $600 million capital contribution to CERC, which was used by CERC to repay outstanding indebtedness that historically supported CERC’s midstream assets.

The Internal Spin constituted a significant disposition and, as a result, CERC prepared the accompanying pro forma financial statements in accordance with Article 11 of Regulation S-X. Based on its magnitude, the Internal Spin represents a significant strategic shift that has a material effect on CERC’s operations and financial results. Accordingly, CERC’s equity earnings on its investment in Enable, for current and prior periods, is expected to be presented as discontinued operations for financial reporting purposes beginning with CERC’s Quarterly Report on Form 10-Q for the nine months ending September 30, 2018 (Midstream Discontinued Operations).

Additionally, CERC’s Internal Spin has been accounted for under guidance for *Transactions between Entities Under Common Control* subsections of ASC 805-50. Accordingly, CERC did not recognize a gain or loss upon the contribution or distribution involved in the Internal Spin discussed above.

The Unaudited Pro Forma Condensed Statements of Consolidated Income (pro forma statements of income) for the six months ended June 30, 2018, and the years ended December 31, 2017, 2016 and 2015, give effect to the Midstream Discontinued Operations as if the Internal Spin were completed on January 1, 2015. The pro forma adjustments related to the Internal Spin are only reflected in the pro forma statements of income for the six months ended June 30, 2018, and the year ended December 31, 2017. The Unaudited Pro Forma Condensed Consolidated Balance Sheet (pro forma balance sheet) as of June 30, 2018, gives effect to the Internal Spin as if it were completed on June 30, 2018.

The historical financial information has been adjusted in the pro forma financial statements to give effect to pro forma events that are (i) directly attributable to the Internal Spin, (ii) factually supportable and (iii) with respect to the statements of income, expected to have a continuing impact on CERC’s results following the Internal Spin.

The accompanying pro forma financial statements are based on the adjustments described in the accompanying Notes to Unaudited Pro Forma Condensed Financial Statements and do not purport to present CERC’s actual financial position or results of operations as if the Internal Spin described above had occurred as of the dates indicated, nor are they necessarily indicative of CERC’s financial position or results of operations that may be achieved in the future.

CENTERPOINT ENERGY RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
June 30, 2018

	CERC Historical	Midstream Internal Spin (Note 2)	Pro Forma Adjustments (Note 4)	CERC Pro Forma
		(In Millions)		
Current Assets:				
Cash and cash equivalents	$ 1	$ —	$ —	$ 1
Accounts receivable, net	566	—	—	566
Accrued unbilled revenues	85	—	—	85
Accounts receivable - affiliated companies	15	—	—	15
Materials and supplies	67	—	—	67
Natural gas inventory	152	—	—	152
Non-trading derivative assets	74	—	—	74
Prepaid expenses and other current assets	80	—	—	80
Total current assets	1,040	—	—	1,040
Property, Plant and Equipment, net	4,968	—	—	4,968
Other Assets:				
Goodwill	867	—	—	867
Regulatory assets	173	—	—	173
Non-trading derivative assets	46	—	—	46
Investment in unconsolidated affiliate	2,451	(2,451)	—	—
Other	97	—	—	97
Total other assets	3,634	(2,451)	—	1,183
Total Assets	$ 9,642	$ (2,451)	$ —	$ 7,191

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

CENTERPOINT ENERGY RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET — (continued)
June 30, 2018

	CERC Historical	Midstream Internal Spin (Note 2)	Pro Forma Adjustments (Note 4)		CERC Pro Forma
		(In Millions)			
Current Liabilities:					
Short-term borrowings	$ —	$ —	$ —		$ —
Accounts payable	434	—	—		434
Accounts payable - affiliated companies	36	—	—		36
Taxes accrued	48	—	—		48
Interest accrued	38	—	—		38
Customer deposits	75	—	—		75
Non-trading derivative liabilities	26	—	—		26
Other	152	—	—		152
Total current liabilities	809	—	—		809
Other Liabilities:					
Deferred income taxes, net	1,330	(994)	10	(b)	346
Non-trading derivative liabilities	12	—	—		12
Benefit obligations	98	—	—		98
Regulatory liabilities	1,256	—	—		1,256
Other	352	—	—		352
Total other liabilities	3,048	(994)	10		2,064
Long-term Debt	2,722	—	(600)	(a)	2,122
Stockholder's Equity:					
Common stock	—	—	—		—
Paid-in capital	2,528	—	600	(a)	3,128
Retained earnings (accumulated deficit)	529	(1,457)	(10)	(b)	(938)
Accumulated other comprehensive income	6	—	—		6
Total stockholder's equity	3,063	(1,457)	590	(a)	2,196
Total Liabilities and Stockholders' Equity	$ 9,642	$ (2,451)	$ —		$ 7,191

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

CENTERPOINT ENERGY RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
For the Six Months Ended June 30, 2018

	CERC Historical	Midstream Discontinued Operations (Note 3)	Pro Forma Adjustments (Note 4)	CERC Pro Forma
	(In Millions)			
Revenues:				
Utility revenues	$ 1,630	$ —	$ —	$ 1,630
Non-utility revenues	2,098	—	—	2,098
Total	3,728	—	—	3,728
Expenses:				
Utility natural gas	825	—	—	825
Non-utility natural gas	2,063	—	—	2,063
Operation and maintenance	455	—	—	455
Depreciation and amortization	145	—	—	145
Taxes other than income taxes	87	—	—	87
Total	3,575	—	—	3,575
Operating Income	153	—	—	153
Other Income (Expense):				
Interest and other finance charges	(62)	—	14 (c)	(48)
Equity in earnings of unconsolidated affiliate, net	127	(127)	—	—
Other, net	(5)	—	—	(5)
Total	60	(127)	14	(53)
Income Before Income Taxes	213	(127)	14	100
Income tax expense	47	(31)	3 (d)	19
Net Income	$ 166	$ (96)	$ 11	$ 81

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

CENTERPOINT ENERGY RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
For the Year Ended December 31, 2017

	CERC Historical	Midstream Discontinued Operations (Note 3)	Pro Forma Adjustments (Note 4)	CERC Pro Forma
		(In Millions)		
Revenues:				
Utility revenues	$ 2,606	$ —	$ —	$ 2,606
Non-utility revenues	3,997	—	—	3,997
Total	6,603	—	—	6,603
Expenses:				
Utility natural gas	1,109	—	—	1,109
Non-utility natural gas	3,785	—	—	3,785
Operation and maintenance	839	—	—	839
Depreciation and amortization	279	—	—	279
Taxes other than income taxes	147	—	—	147
Total	6,159	—	—	6,159
Operating Income	444	—	—	444
Other Income (Expense):				
Interest and other finance charges	(123)	—	35 (c)	(88)
Equity in earnings of unconsolidated affiliate, net	265	(265)	—	—
Other, net	(2)	—	—	(2)
Total	140	(265)	35	(90)
Income Before Income Taxes	584	(265)	35	354
Income tax expense (benefit)	(161)	410	13 (d)	262
Net Income	$ 745	$ (675)	$ 22	$ 92

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

CENTERPOINT ENERGY RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
For the Year Ended December 31, 2016

	CERC Historical	Midstream Discontinued Operations (Note 3)	Pro Forma Adjustments (Note 4)	CERC Pro Forma
		(In Millions)		
Revenues:				
Utility revenues	$ 2,380	$ —	$ —	$ 2,380
Non-utility revenues	2,074	—	—	2,074
Total	4,454	—	—	4,454
Expenses:				
Utility natural gas	983	—	—	983
Non-utility natural gas	1,983	—	—	1,983
Operation and maintenance	777	—	—	777
Depreciation and amortization	249	—	—	249
Taxes other than income taxes	144	—	—	144
Total	4,136	—	—	4,136
Operating Income	318	—	—	318
Other Income (Expense):				
Interest and other finance charges	(122)	—	—	(122)
Equity in earnings of unconsolidated affiliate, net	208	(208)	—	—
Other, net	3	—	—	3
Total	89	(208)	—	(119)
Income Before Income Taxes	407	(208)	—	199
Income tax expense (benefit)	162	(87)	—	75
Net Income	$ 245	$ (121)	$ —	$ 124

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

CENTERPOINT ENERGY RESOURCES CORP.
UNAUDITED PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
For the Year Ended December 31, 2015

	CERC Historical	Midstream Discontinued Operations (Note 3)	Pro Forma Adjustments (Note 4)	CERC Pro Forma
	(In Millions)			
Revenues:				
Utility revenues	$ 2,603	$ —	$ —	$ 2,603
Non-utility revenues	1,924	—	—	1,924
Total	4,527	—	—	4,527
Expenses:				
Utility natural gas	1,264	—	—	1,264
Non-utility natural gas	1,838	—	—	1,838
Operation and maintenance	741	—	—	741
Depreciation and amortization	227	—	—	227
Taxes other than income taxes	144	—	—	144
Total	4,214	—	—	4,214
Operating Income	313	—	—	313
Other Income (Expense):				
Interest and other finance charges	(137)	—	—	(137)
Equity in losses of unconsolidated affiliate, net	(1,633)	1,633	—	—
Other, net	6	—	—	6
Total	(1,764)	1,633	—	(131)
Income (Loss) Before Income Taxes	(1,451)	1,633	—	182
Income tax expense (benefit)	(539)	610	—	71
Net Income (Loss)	$ (912)	$ 1,023	$ —	$ 111

See Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

(1) Basis of presentation

The pro forma statements of income for the six months ended June 30, 2018, and the years ended December 31, 2017, 2016 and 2015, give effect to the Midstream Discontinued Operations as if the Internal Spin were completed on January 1, 2015. The pro forma adjustments related to the Internal Spin are only reflected in the pro forma statements of income for the six months ended June 30, 2018, and the year ended December 31, 2017. The pro forma balance sheet as of June 30, 2018, gives effect to the Internal Spin as if it were completed on June 30, 2018.

The pro forma financial statements have been derived from the historical consolidated financial statements of CERC. The historical consolidated financial statements have been adjusted in the pro forma financial statements to give effect to pro forma events that are (i) directly attributable to the Internal Spin, (ii) factually supportable and (iii) with respect to the pro forma statements of income, expected to have a continuing impact on CERC's results following the Internal Spin.

CERC's Internal Spin has been accounted for under guidance for *Transactions between Entities Under Common Control* subsections of ASC 805-50. Accordingly, CERC did not recognize a gain or loss upon the contribution or distribution involved in the Internal Spin.

The pro forma financial statements do not necessarily reflect what CERC's financial condition or results of operations would have been had the Internal Spin occurred on the dates indicated. They also may not be useful in predicting the future financial condition and results of operations of CERC. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors.

(2) Midstream Internal Spin

On September 4, 2018, CERC contributed its equity investment in Enable consisting of Enable common units and GP interests to CenterPoint Midstream. CERC then distributed all of its equity interest in CenterPoint Midstream to Utility Holding, LLC, which then distributed all of its equity interest in CenterPoint Midstream to CenterPoint Energy, completing the Internal Spin. The result of the Internal Spin is reflected in the Midstream Internal Spin column on the pro forma balance sheet.

(3) Midstream Discontinued Operations

The pro forma statements of income related to the Internal Spin have been prepared in accordance with the discontinued operations guidance in ASC 205, *Financial Statement Presentation* and therefore do not reflect what CERC's or CenterPoint Midstream's results of operations would have been on a stand-alone basis and are not necessarily indicative of CERC's or CenterPoint Midstream's future results of operations. The amounts included in the Midstream Discontinued Operations column do not include any allocation of general corporate overhead expenses of CERC to CenterPoint Midstream. The information in the Midstream Discontinued Operations column in the pro forma statements of income was prepared based on CERC's interim unaudited and annual audited financial statements and only includes earnings and costs that are directly attributable to CenterPoint Midstream. CERC believes that the adjustments included within the Midstream Discontinued Operations column of the pro forma statements of income are consistent with the accounting guidance for discontinued operations.

(4) Pro Forma Adjustments

The following adjustments have been reflected in the pro forma statements of income for the six months ended June 30, 2018, and for the year ended December 31, 2017, and on the pro forma balance sheet as of June 30, 2018:

(a) *Contribution from CenterPoint Energy.* In connection with the Internal Spin, CenterPoint Energy contributed cash of $600 million to CERC. CERC used the contributed capital to repay outstanding indebtedness that historically supported CERC's midstream assets.

(b) *Deferred tax asset valuation allowance.* Reflects the adjustment to the valuation allowance on state net operating losses as a result of the Internal Spin. The adjustment has not been reflected on the pro forma income statements as it does not have a factually supportable continuing impact on CERC's results following the Internal Spin**.** In each subsequent reporting period, CERC will continue to evaluate the recoverability of its state net operating loss deferred tax assets and will record additional valuation allowances as deemed necessary.

(c) *Interest Expense.* Reflects the reduction in interest expense as a result of the utilization of the capital contribution from CenterPoint Energy to repay outstanding indebtedness that historically supported CERC's midstream assets. The reduction in interest expense was calculated by applying the weighted average interest rate for the periods presented to the $600 million reduction of outstanding indebtedness that historically supported CERC's midstream assets. Interest expense reduction for the repayment of $600 million for the years ending December 2016 and 2015 at the weighted average interest rates for the period approximates $36 million and $39 million, respectively. No such adjustment was recorded to the pro forma income statement for the years ending December 2016 and 2015.

(d) *Income Taxes.* Represents the tax impact associated with pro forma adjustments at the applicable combined federal and state income tax statutory rates in effect for the periods presented. Additional income tax expense associated with the interest expense reduction in Note 4(c) for the years ending December 2016 and 2015 approximates $14 million and $15 million, respectively. No such adjustment was recorded to the pro forma income statement for the years ending December 2016 and 2015.

Exhibit 99.2

For more information contact
Media:
Leticia Lowe
Phone 713.207.7702
Investors:
David Mordy
Phone 713.207.6500

CenterPoint Energy announces internal spin of Enable Midstream interests from CenterPoint Energy Resources Corp.

- CenterPoint Energy's Enable common units and general partner interest now included in newly created subsidiary, CenterPoint Energy Midstream, Inc.
- CenterPoint Energy Midstream, Inc. is capitalized by CenterPoint Energy, Inc.

Houston - Sep. 4, 2018 - CenterPoint Energy, Inc. (NYSE: CNP) today reported the completion of an internal spin of its Enable Midstream Partners, LP (Enable) common units and interests in Enable's general partner, Enable GP, LLC (Enable GP), from CenterPoint Energy Resources Corp. (CERC) to CenterPoint Energy Midstream, Inc. (CNP Midstream). The newly established CNP Midstream now holds all of CenterPoint Energy's interest in Enable and Enable GP except for CenterPoint Energy's investment in $363 million of Enable's 10% perpetual preferred securities.

CNP Midstream is a direct subsidiary of and is capitalized by CenterPoint Energy. Legacy midstream indebtedness will be reduced at CERC by capital contributions in the near term and is expected to be reduced at the holding company by other sources by year-end. CNP Midstream is not expected to be a separate Securities and Exchange Commission (SEC) registrant, nor is it expected to have its own public credit rating.

This press release includes forward-looking statements. Actual events and results may differ materially from those projected. The statements in this press release regarding the reduction of legacy midstream debt, including the timing for such events, are not historical facts and are forward-looking statements. Factors that could cause actual events and results to differ from those indicated by the forward-looking statements include factors discussed in CenterPoint Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, CenterPoint Energy's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018, and CenterPoint Energy's other filings with the SEC.

Risks Related to CenterPoint Energy
Important factors that could cause actual results to differ materially from those indicated by the provided forward-looking information include risks and uncertainties relating to: (1) the performance of Enable, the amount of cash distributions CenterPoint Energy receives from Enable, Enable's ability to redeem the Series A Preferred Units in certain circumstances and the value of CenterPoint Energy's interest in Enable, and factors that may have a material impact on such performance, cash distributions and value, including factors such as: (A) competitive conditions in the midstream industry, and actions taken by Enable's customers and competitors, including the extent and timing of the entry of additional competition in the markets served by Enable; (B) the timing and extent of changes in the supply of natural gas and associated commodity prices, particularly prices of natural gas and natural gas liquids (NGLs), the competitive effects of the available pipeline capacity in the regions served by Enable, and the effects of geographic and seasonal commodity price differentials, including the effects of these circumstances on re-contracting available capacity on Enable's interstate pipelines; (C) the demand for crude oil, natural gas, NGLs and transportation and storage services; (D) environmental and other governmental regulations, including the availability of drilling permits and the regulation of hydraulic fracturing; (E) recording of non-cash goodwill, long-lived asset or other than temporary impairment charges by or related to Enable; (F) changes in tax status; (G) access to debt and equity capital; and (H) the availability and prices of raw materials and services for current and future construction projects; (2) industrial, commercial and residential growth in CenterPoint Energy's service territories and changes in market demand, including the demand for CenterPoint Energy's non-rate regulated products and services and effects of energy efficiency measures and demographic patterns; (3) timely and appropriate rate actions that allow recovery of costs and a reasonable return on investment; (4) future economic conditions in regional and national markets and their effect on sales, prices and costs; (5) weather variations and other natural phenomena, including the impact of severe weather events on operations and capital; (6) state and

federal legislative and regulatory actions or developments affecting various aspects of CenterPoint Energy’s and Enable’s businesses, including, among others, energy deregulation or re-regulation, pipeline integrity and safety and changes in regulation and legislation pertaining to trade, health care, finance and actions regarding the rates charged by our regulated businesses; (7) CenterPoint Energy’s expected timing, likelihood and benefits of completion of CenterPoint Energy’s pending merger with Vectren Corporation (Vectren), including the timing, receipt and terms and conditions of any required approvals by governmental and regulatory agencies that could reduce anticipated benefits or cause the parties to delay or abandon the pending transactions, as well as the ability to successfully integrate the businesses and realize anticipated benefits, the possibility that long-term financing for the pending transactions may not be put in place before the closing of the pending transactions or that financing terms may not be as expected and the risk that the credit ratings of the combined company or its subsidiaries may be different from what CenterPoint Energy expects; (8) tax legislation, including the effects of the comprehensive tax reform legislation informally referred to as the Tax Cuts and Jobs Act (which includes any potential changes to interest deductibility) and uncertainties involving state commissions’ and local municipalities’ regulatory requirements and determinations regarding the treatment of excess deferred income taxes and CenterPoint Energy’s rates; (9) CenterPoint Energy’s ability to mitigate weather impacts through normalization or rate mechanisms, and the effectiveness of such mechanisms; (10) the timing and extent of changes in commodity prices, particularly natural gas, and the effects of geographic and seasonal commodity price differentials on CenterPoint Energy and Enable; (11) actions by credit rating agencies, including any potential downgrades to credit ratings; (12) changes in interest rates and their impact on CenterPoint Energy’s costs of borrowing and the valuation of its pension benefit obligation; (13) problems with regulatory approval, construction, implementation of necessary technology or other issues with respect to major capital projects that result in delays or in cost overruns that cannot be recouped in rates; (14) local, state and federal legislative and regulatory actions or developments relating to the environment, including those related to global climate change; (15) the impact of unplanned facility outages; (16) any direct or indirect effects on CenterPoint Energy’s or Enable’s facilities, operations and financial condition resulting from terrorism, cyber-attacks, data security breaches or other attempts to disrupt CenterPoint Energy’s businesses or the businesses of third parties, or other catastrophic events such as fires, earthquakes, explosions, leaks, floods, droughts, hurricanes, pandemic health events or other occurrences; (17) CenterPoint Energy’s ability to invest planned capital and the timely recovery of CenterPoint Energy’s investment in capital; (18) CenterPoint Energy’s ability to control operation and maintenance costs; (19) the sufficiency of CenterPoint Energy’s insurance coverage, including availability, cost, coverage and terms and ability to recover claims; (20) the investment performance of CenterPoint Energy’s pension and postretirement benefit plans; (21) commercial bank and financial market conditions, CenterPoint Energy’s access to capital, the cost of such capital, and the results of CenterPoint Energy’s financing and refinancing efforts, including availability of funds in the debt capital markets; (22) changes in rates of inflation; (23) inability of various counterparties to meet their obligations to CenterPoint Energy; (24) non-payment for CenterPoint Energy’s services due to financial distress of its customers; (25) the extent and effectiveness of CenterPoint Energy’s risk management and hedging activities, including but not limited to, its financial and weather hedges and commodity risk management activities; (26) timely and appropriate regulatory actions, which include actions allowing securitization, for any future hurricanes or natural disasters or other recovery of costs, including costs associated with Hurricane Harvey; (27) CenterPoint Energy’s or Enable’s potential business strategies and strategic initiatives, including restructurings, joint ventures and acquisitions or dispositions of assets or businesses (including a reduction of CenterPoint Energy's interests in Enable, if any, whether through CenterPoint Energy’s decision to sell all or a portion of the Enable common units it owns in the public equity markets or otherwise, subject to certain limitations), which CenterPoint Energy cannot assure will be completed or will have the anticipated benefits to us or Enable; (28) acquisition and merger activities involving CenterPoint Energy or its competitors, including the ability to successfully complete merger, acquisition or divestiture plans; (29) CenterPoint Energy’s or Enable’s ability to recruit, effectively transition and retain management and key employees and maintain good labor relations; (30) the outcome of litigation; (31) the ability of retail electric providers (REPs), including REP affiliates of NRG Energy, Inc. (NRG) and Vistra Energy Corp., formerly known as TCEH Corp., to satisfy their obligations to CenterPoint Energy and its subsidiaries; (31) the ability of GenOn Energy, Inc. (formerly known as RRI Energy, Inc., Reliant Energy Incorporated and Reliant Resources, Inc.), a wholly-owned subsidiary of NRG, and its subsidiaries, currently the subject of bankruptcy proceedings, to satisfy their obligations to CenterPoint Energy, including indemnity obligations; (33) changes in technology, particularly with respect to efficient battery storage or the emergence or growth of new, developing or alternative sources of generation; (34) the timing and outcome of any audits, disputes and other proceedings related to taxes; (35) the effective tax rates; (36) the effect of changes in and application of accounting standards and pronouncements; and (37) other factors discussed in CenterPoint Energy’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, CenterPoint Energy’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018 and other reports CenterPoint Energy or its subsidiaries may file from time to time with the SEC.

Risks Related to the Merger
Important factors that could cause actual results to differ materially from those indicated by the provided forward-looking information include risks and uncertainties relating to: (1) the risk that CenterPoint Energy or Vectren may be unable to obtain governmental and regulatory approvals required for the proposed transactions, or that required governmental and regulatory approvals or agreements with other parties interested therein may delay the proposed transactions or may be subject to or impose adverse conditions or costs, (2) the occurrence of any event, change or other circumstances that could give rise to the termination of the proposed transactions or could otherwise cause the failure of the proposed transactions to close, (3) the risk that a condition to the closing of the proposed transactions or the committed financing may not be satisfied, (4) the failure to obtain, or to obtain on favorable terms, any equity, debt or other financing necessary to complete or permanently finance the proposed transactions and the costs of such financing, (5) the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the proposed transactions, (6) the receipt of an unsolicited offer from another party to acquire assets or capital stock of Vectren that could interfere with the proposed transactions, (7) the timing to consummate the proposed transactions, (8) the costs incurred to consummate the proposed transactions, (9) the possibility that the expected cost savings, synergies or other value creation from the proposed transactions will not be realized, or will not be realized within the expected time period, (10) the risk that the companies may not

realize fair values from properties that may be required to be sold in connection with the merger, (11) the credit ratings of the companies following the proposed transactions, (12) disruption from the proposed transactions making it more difficult to maintain relationships with customers, employees, regulators or suppliers, and (13) the diversion of management time and attention on the proposed transactions.