



**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): **May 8, 2006**

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**CENTERPOINT ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**1-31447**  
(Commission File Number)

**74-0694415**  
(IRS Employer  
Identification No.)

**1111 Louisiana  
Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

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

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**CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**1-3187**  
(Commission File Number)

**22-3865106**  
(IRS Employer  
Identification No.)

**1111 Louisiana  
Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

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

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**CENTERPOINT ENERGY RESOURCES CORP.**

(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) 207-1111**

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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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 7.01 Regulation FD Disclosure.**

A copy of the slide presentation that CenterPoint Energy, Inc. (“CenterPoint Energy”) expects will be presented to various members of the financial and investment community from time to time is attached to this report as Exhibit 99.1.

The slide presentation is being furnished, not filed, pursuant to Regulation FD. Accordingly, the slide presentation will not be incorporated by reference into any registration statement filed by CenterPoint Energy, CenterPoint Energy Houston Electric, LLC (“CenterPoint Houston”) or CenterPoint Energy Resources Corp. (“CERC”) under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the slide presentation is not intended to, and does not, constitute a determination or admission by CenterPoint Energy, CenterPoint Houston or CERC that the information in the slide presentation is material or complete, or that investors should consider this information before making an investment decision with respect to any security of CenterPoint Energy, CenterPoint Houston, CERC or any of their affiliates.

**Item 9.01 Financial Statements and Exhibits.**

The exhibit listed below is furnished pursuant to Item 7.01 of this Form 8-K.

(d) Exhibits.

99.1 CenterPoint Energy, Inc. slide presentation

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**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, INC.

Date: May 8, 2006

By: /s/ James S. Brian  
James S. Brian  
*Senior Vice President and Chief Accounting Officer*

**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 HOUSTON ELECTRIC, LLC

Date: May 8, 2006

By: /s/ James S. Brian  
James S. Brian  
*Senior Vice President and Chief Accounting Officer*

**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: May 8, 2006

By: /s/ James S. Brian  
James S. Brian  
*Senior Vice President and Chief Accounting Officer*

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## EXHIBIT INDEX

Exhibit  
Number

Exhibit Description

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99.1 CenterPoint Energy, Inc. slide presentation



# AGA Financial Forum



Scottsdale, Arizona  
May 8, 2006

NYSE:CNP  
[www.CenterPointEnergy.com](http://www.CenterPointEnergy.com)

## Cautionary Statement Regarding Forward-Looking Information

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This presentation contains statements concerning our expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are not historical facts. These statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "objective," "plan," "potential," "predict," "projection," "should," "will," or other similar words.

We have based our forward-looking statements on our management's beliefs and assumptions based on information currently available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions, and projections about future events may and often do vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

Some of the factors that could cause actual results to differ from those expressed or implied by our forward-looking statements include the timing and amount of our recovery of the true-up components, including, in particular, the results of appeals to the courts of determination on rulings obtained to date, the timing and impact of future regulatory, legislative and IRS decisions, financial market conditions and other factors described in CenterPoint Energy, Inc.'s Form 10-K for the period ended December 31, 2005, under "Risk Factors" and under "Management's Discussion and Analysis of Financial Condition and Results of Operations - Certain Factors Affecting Future Earnings" and in CenterPoint Energy, Inc.'s Form 10-Q for the quarterly period ended March 31, 2006, under "Management's Discussion and Analysis of Financial Condition and Results of Operations of CenterPoint Energy Inc. and Subsidiaries - Certain Factors Affecting Future Earnings".

You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of this presentation, and we undertake no obligation to publicly update or revise any forward-looking statements.



## Our Vision

***To Be Recognized As America's Leading Energy Delivery Company...and More***

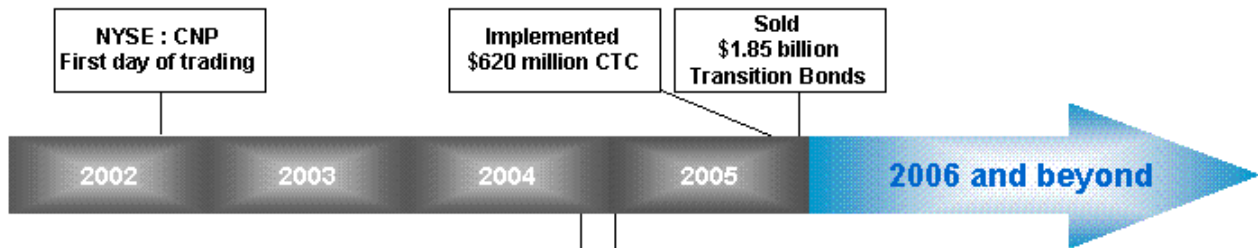
### "... America's Energy Delivery..."

- **Focused on domestic energy delivery businesses**
  - Continental U.S. market
  - Regulated energy delivery

### "... and More"

- **Will pursue carefully targeted growth opportunities**
  - Complementary businesses that leverage our core businesses/business skills
  - Value added M&A

# Successfully executed transition... positioned for growth



One Company	Get It Right	Grow
<ul style="list-style-type: none"> <li>• Create a single, high performance culture</li> <li>• Refine business model and remove barriers between business units</li> <li>• Leverage scale and synergies</li> <li>• Share common systems and processes</li> <li>• Continue to build name recognition and a single brand identity</li> </ul>	<ul style="list-style-type: none"> <li>• Achieve top quartile service reliability, customer satisfaction, operating and cost performance</li> <li>• Embrace continuous productivity and process improvements</li> <li>• Maintain constructive, responsive and credible relationships with elected officials, regulators and community leaders</li> <li>• Use a disciplined approach to defining, evaluating and pursuing investments to create shareholder value</li> </ul>	<ul style="list-style-type: none"> <li>• Maintain focus on domestic energy delivery</li> <li>• Enhance and expand existing core businesses</li> <li>• Build and expand complementary and synergistic businesses</li> <li>• Acquire additional energy delivery assets</li> </ul>

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# Balanced electric and natural gas portfolio



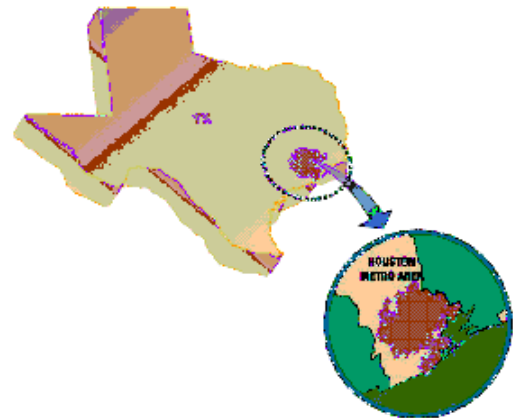
Electric Transmission & Distribution	Natural Gas Pipelines	Natural Gas Field Services	Natural Gas Distribution	Natural Gas Sales & Services
<ul style="list-style-type: none"> <li>• Regulated 'wires only' business</li> <li>• 5,000 sq. mile service territory in and around Houston</li> <li>• Nearly 2 million metered customers in the Houston area</li> <li>• Strong and consistent customer growth</li> </ul>	<ul style="list-style-type: none"> <li>• 2 FERC regulated pipelines</li> <li>• Strategically located at the center of the nation's gas transportation infrastructure</li> <li>• Connected to over 20 other pipelines</li> <li>• Over 900 Bcf throughput in 2005</li> </ul>	<ul style="list-style-type: none"> <li>• Non-rate regulated focused on mid-continent production area</li> <li>• Gathering, treating and processing</li> <li>• Well head monitoring (ServiceStar)</li> <li>• Over 350 Bcf throughput in 2005</li> </ul>	<ul style="list-style-type: none"> <li>• Regulated local gas distribution companies in AR, LA, MN, MS, OK, TX</li> <li>• Over 3 million customers</li> <li>• Solid growth in key urban areas</li> <li>• 375 Bcf throughput in 2005</li> </ul>	<ul style="list-style-type: none"> <li>• Non-rate regulated</li> <li>• Markets natural gas and services</li> <li>• Nearly 7,000 commercial, industrial and utility customers</li> <li>• Nearly 550 Bcf throughput in 2005</li> </ul>

Operating Income				
2005: \$448MM <sup>(1)</sup>	2005: \$165MM	2005: \$70MM	2005: \$175MM	2005: \$60MM
2004: \$441MM <sup>(2)</sup>	2004: \$129MM	2004: \$51MM	2004: \$178MM	2004: \$44MM

(1) Results exclude \$36mm of operating income from the Transition Bond Company; See reconciliation on page 25.

(2) Results exclude \$36mm of operating income from the Transition Bond Company and the reversal of \$19mm of a reserve associated with the Final Fuel Reconciliation; See reconciliation on page 25.

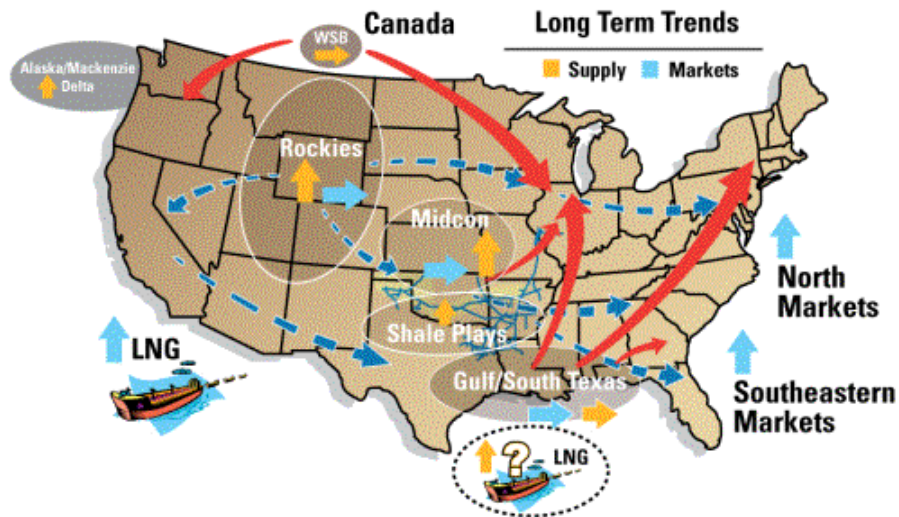
- **Resolve current regulatory issues**
  - PUCT rate review
  - PUCT rulemaking on Competitive Transition Charge (CTC) rate of return
  - 2001 Utility Cost of Service (UCOS) remand
- **Resolve appeal of final true up order**
- **Grow rate base**
  - Robust organic growth in service territory
  - Transmission and infrastructure investment
  - 5-year capital budget projected at \$1.6 billion
- **Improve operating model**
  - Intelligent grid technology using BPL
    - ◆ Automated meter reading
    - ◆ Remote connect/disconnect
    - ◆ Remote outage detection and restoration
  - Enhanced use of mobile data
- **Pursue alternative rate regulation model**



# Natural gas environment creates growth opportunities for pipelines and field services



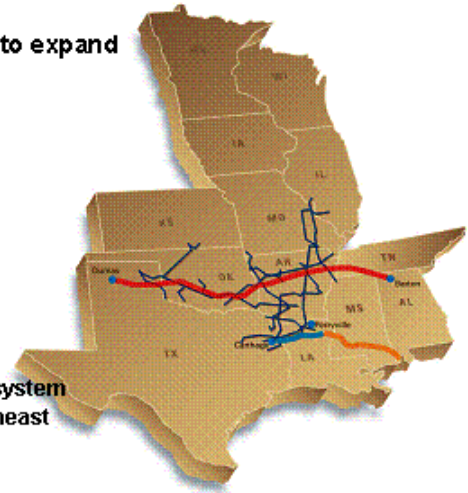
- New drilling activity driven by high commodity prices increases demand for pipeline infrastructure
- Increased emphasis on new shale plays and on Northeast Texas, Arkoma, Anadarko and Arklatex gas supply basins creates opportunity



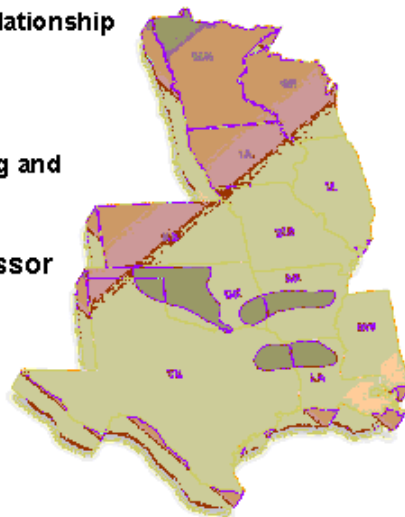
# CenterPoint Energy Resources Corp. Interstate Pipelines



- Secure core customer base through effective and timely recontracting
  - Seven year agreements with affiliated LDCs
  - Provide industry leading customer service
- Invest in pipeline expansions and greenfield development projects to provide access to markets for new gas supplies and to capitalize on market dynamics
  - Approximately \$100 million invested in the last two years to expand current system capacity
  - Carthage to Perryville
    - ◆ \$425 million, 172 mile new pipeline, 1.2 Bcf/day
    - ◆ Expected in-service date of early 2007
  - Southeast Supply Header – proposed 250 mile, ~1 Bcf/day
    - ◆ Executed MOU with Duke Energy to connect Perryville Hub to Southeast and Northeast markets
    - ◆ Tentative in-service date of mid 2008
  - Mid-Continent Crossing – proposed 800 mile, ~1.25 Bcf/day
    - ◆ Pipeline from Oklahoma/Texas panhandle across our current system to interconnect with pipelines in Midwest, Northeast and Southeast
    - ◆ Open season ends May 18, 2006
    - ◆ Tentative in-service date of late 2008



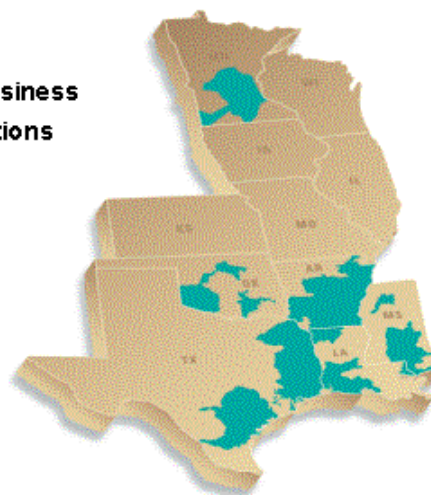
- Capitalize on increased drilling activity driven by high gas prices
  - Installed nearly 400 well connects in both 2004 and 2005
  - Increased throughput to nearly 1 Bcf per day in 2005
- Capitalize on growing industry expectations for superior service and product offerings
  - Leverage reputation of high quality customer service and relationship management
- Expand footprint into new basins/drilling areas
  - Increase system throughput through expansion with existing and new customers
- Expand ServiceStar - well head automation and compressor monitoring
  - Over 2,536 new service connections and 40 new customers added in 2005
  - Over 9,000 monitored field points



# CenterPoint Energy Resources Corp. Natural Gas Distribution



- Earn authorized ROE in all jurisdictions
  - Resolve current rate proceeding in Minnesota
  - File Arkansas rate case
  
- Pursue rate designs to mitigate impact of weather and that are aligned with conservation efforts
  
- Improve and standardize operating model
  - Common customer service system implemented across business
  - Consolidate common operating and business service functions
    - Call centers
    - Engineering and support services
    - Administrative services
  - Capitalize on technology
    - Automated meter reading
    - Mobile data





# CenterPoint Energy Resources Corp. Competitive Natural Gas Sales and Services

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- Volatile natural gas prices and widening of basis differentials continue to provide opportunities
- Optimize value of storage and transportation capacity
- Expand wholesale customer base in current footprint and into new areas
- Capture commercial and industrial growth through value added services
  - Nearly 7,000 customers in 15 states
- Maintain disciplined risk model
  - Low Value at Risk - \$4 million
  - Rigid credit scoring
  - Uses financial derivatives to lock in margins



# First Quarter 2006 Results

# First quarter results

## Consolidated Statement of Income



	<b>3 mos. ended March 31,</b>	
	<b>2005</b>	<b>2006</b>
	<i>(unaudited, in millions except per share amounts)</i>	
<b>Revenues</b>	<u>\$2,595</u>	<u>\$3,077</u>
Expenses:		
Natural gas	1,781	2,193
Operation and maintenance	313	331
Depreciation and amortization	130	140
Taxes other than income taxes	95	107
Total	<u>2,319</u>	<u>2,771</u>
<b>Operating Income</b>	<b>276</b>	<b>306</b>
Interest and other finance charges	(173)	(115)
Interest on Transition Bonds	(9)	(33)
Return on true-up balance	34	-
Other- Net	2	2
Income Tax Expense	<u>(63)</u>	<u>(72)</u>
<b>Income from Continuing Operations</b>	<b><u>\$67</u></b>	<b><u>\$88</u></b>
<b>Income from Continuing Operations, per share:</b>		
<b>Basic</b>	<b>\$0.22</b>	<b>\$0.28</b>
<b>Diluted</b>	<b>\$0.20</b>	<b>\$0.28</b>

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# First quarter results

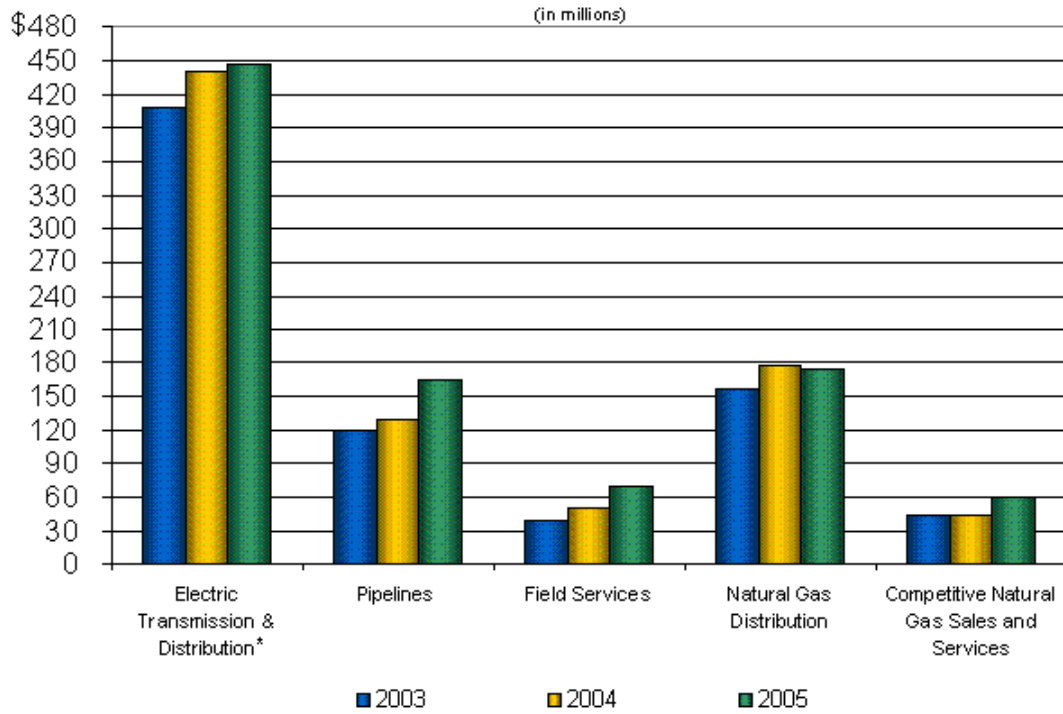
## Operating Income (Loss) by Segment



*(amounts in millions)*

	Quarters ended March 31,	
	2005	2006
Transmission & Distribution Operations	\$ 71	\$ 78
Transition Bond Company	9	32
<b>Total Electric Transmission &amp; Distribution</b>	<u>80</u>	<u>110</u>
<b>Natural Gas Distribution</b>	123	103
<b>Pipelines and Field Services</b>	64	73
<b>Competitive Natural Gas Sales and Services</b>	16	25
<b>Other Operations</b>	<u>(7)</u>	<u>(5)</u>
<b>Total Operating Income</b>	<u>\$ 276</u>	<u>\$ 306</u>

# Operating Income by business



\* Operating income is adjusted to exclude ECOM, the Transition Bond Company and the Final Fuel Reconciliation components of the Electric Transmission & Distribution utility's results (see reconciliation on page 25). Operating income does not include an extraordinary loss recorded as a result of actions taken by the Texas PUC in the stranded cost true-up case.

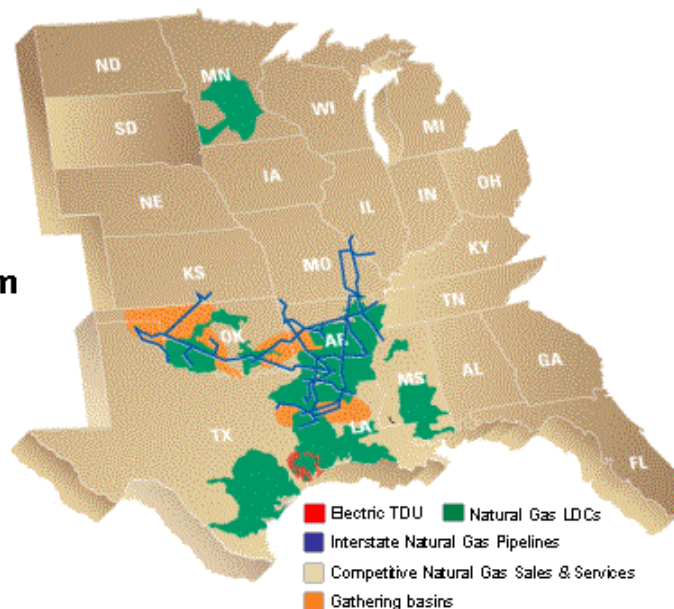
- **Maximize value potential of regulated utilities portfolio**
  - Earn authorized ROEs in all jurisdictions
  - Continue to invest to meet robust customer growth and infrastructure improvements, i.e., rate base growth
  - Optimize operating model through technology and productivity improvements
  - Implement improved regulatory models
  
- **Expand profitability of interstate pipelines and field services**
  - Achieve a “new” level of earnings contribution through value growth in new projects
  
- **Expand profitability of competitive natural gas sales and services while maintaining appropriate level of risk**
  
- **Pursue value-enhancing acquisitions that are complementary and synergistic to our overall portfolio**

# CenterPoint Energy

## Diversified portfolio



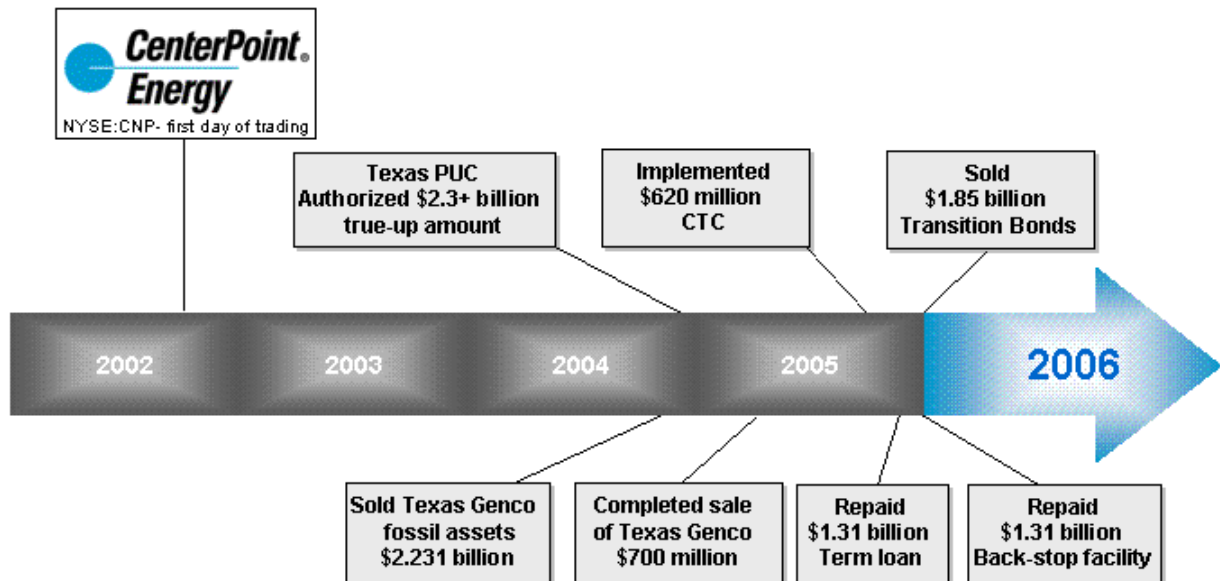
- Large scale, domestic energy delivery business
- Geographic, economic and regulatory diversity
- Attractive service territories and strategically located assets
- 85%-90% of operating income from regulated operations
- Predictable, stable earnings and cash flow
- Attractive dividend



# Appendix



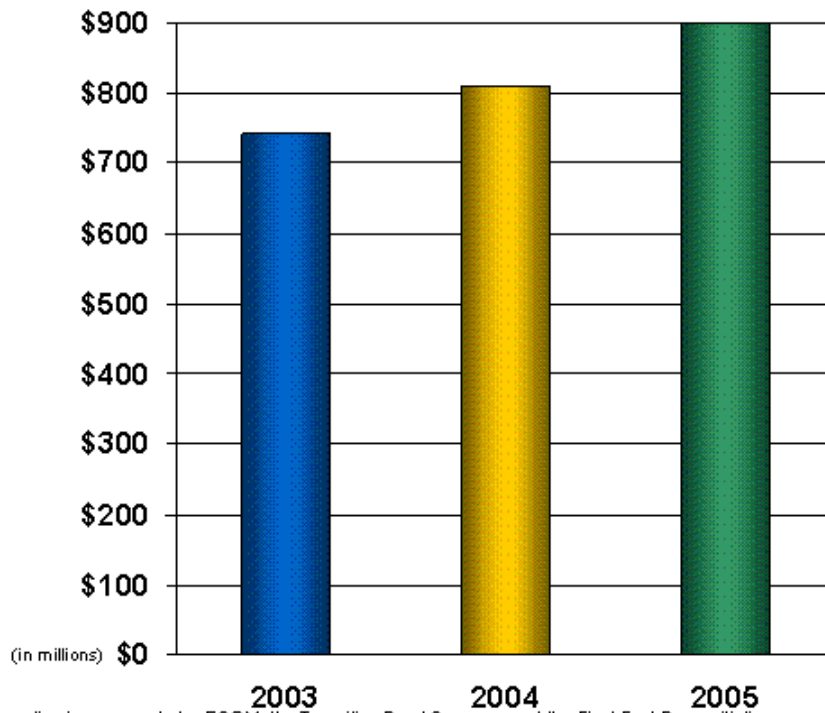
# Successfully executed transition



## Mission Accomplished . . . *Looking to the Future*

# 2005 Financial Results

## Consolidated Operating Income (Adjusted)\*



\* Adjusted operating income excludes ECOM, the Transition Bond Company and the Final Fuel Reconciliation components of the Electric Transmission & Distribution utility's results (see reconciliation on page 24).  
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# Statement of Consolidated Income



	<i>(unaudited, in millions except per share amounts)</i>	
	<b>12 mos. ended Dec. 31,</b>	
	<b>2004</b>	<b>2005</b>
<b>Revenues</b>	<u>\$7,999</u>	<u>\$9,722</u>
Expenses:		
Natural gas	5,013	6,509
Operation and maintenance	1,277	1,358
Depreciation and amortization	490	541
Taxes other than income taxes	<u>355</u>	<u>375</u>
Total	<u>7,135</u>	<u>8,783</u>
<b>Operating Income</b>	<b>864</b>	<b>939</b>
Interest and other finance charges	(739)	(670)
Interest on Transition Bonds	(38)	(40)
Return on true-up balance	226	121
Other- Net	31	28
Income Tax Expense	<u>(139)</u>	<u>(153)</u>
<b>Income from Continuing Operations Before Extraordinary Item</b>	<u><b>\$205</b></u>	<u><b>\$225</b></u>
<b>Income from Continuing Operations, per share:</b>		
Basic	<b>\$0.67</b>	<b>\$0.72</b>
Diluted	<b>\$0.61</b>	<b>\$0.67</b>

# Operating Income (Loss) by Segment



(unaudited, in millions)

	12 mos. Ended Dec. 31,	
	2004	2005
Transmission & Distribution Operations	\$ 441	\$ 448
Final Fuel Reconciliation Adjustment	15	-
Transition Bond Company	38	39
<b>Electric Transmission &amp; Distribution</b>	<b>494</b>	<b>487</b>
<b>Natural Gas Distribution</b>	<b>178</b>	<b>175</b>
<b>Competitive Natural Gas Sales and Services</b>	<b>44</b>	<b>60</b>
Pipelines	129	165
Field Services	51	70
<b>Pipelines and Field Services</b>	<b>180</b>	<b>235</b>
<b>Other Operations</b>	<b>(32)</b>	<b>(18)</b>
<b>Total Operating Income</b>	<b>\$ 864</b>	<b>\$ 939</b>

## Reconciliation of Operating Income to Adjusted Operating Income

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### Consolidated

(in millions)

	<u>2003</u>	<u>2004</u>	<u>2005</u>
Operating Income	\$ 1,355	\$ 864	\$ 939
ECOM	(661)	-	-
Transition Bond Company	(38)	(38)	(39)
Final Fuel Reconciliation	<u>87</u>	<u>(15)</u>	<u>-</u>
Adjusted Operating Income	<u>\$ 743</u>	<u>\$ 811</u>	<u>\$ 900</u>

## Reconciliation of Operating Income to Adjusted Operating Income

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### Electric Transmission & Distribution

(In millions)

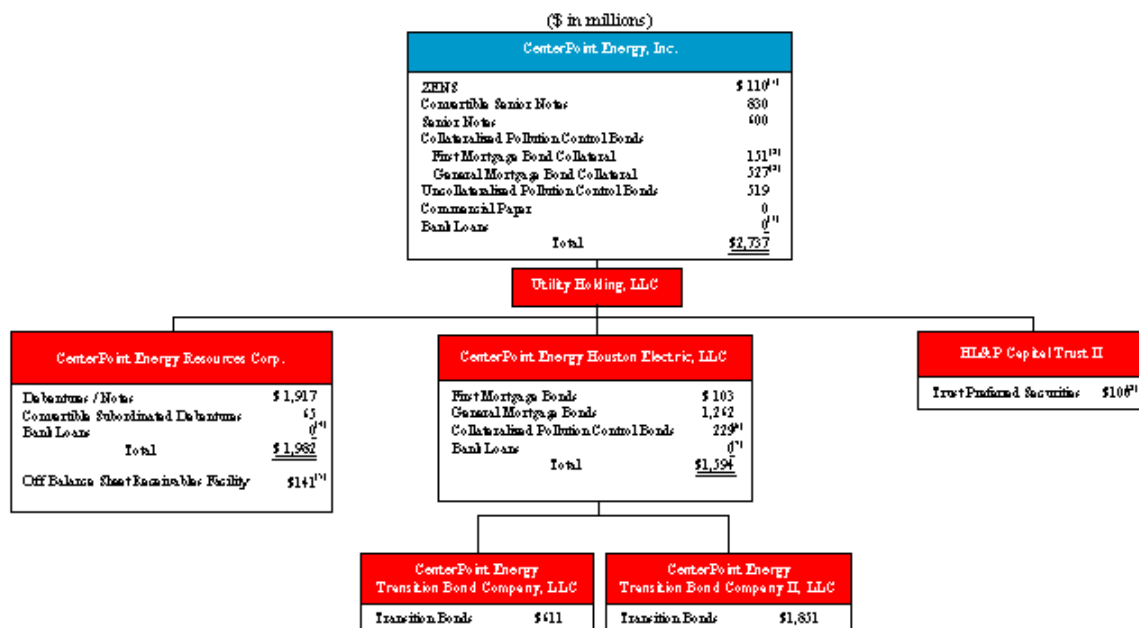
	<u>2003</u>	<u>2004</u>	<u>2005</u>
Operating Income	\$ 1,020	\$ 494	\$ 487
ECOM	(661)	-	-
Transition Bond Company	(38)	(38)	(39)
Final Fuel Reconciliation	87	(15)	-
Adjusted Operating Income	<u>\$ 408</u>	<u>\$ 441</u>	<u>\$ 448</u>

# Debt & Maturity Schedules As of March 31, 2006



# Principal amounts of external debt and trust preferred securities

## As of March 31, 2006



(1) Principal amount on which 2% interest is paid is \$240.3 million. The debt component reflected on financial statements is \$110 million. The remaining principal amount payable on maturity is \$230.3 million.

(2) The collateralized pollution control bonds aggregating \$678 million are obligations of CenterPoint Energy, Inc. However, CenterPoint Energy Houston Electric, LLC has issued first mortgage bonds aggregating \$151 million and general mortgage bonds aggregating \$527 million as collateral for the CenterPoint Energy, Inc. obligations.

(3) Borrowings under \$1.2 billion bank facility.

(4) Borrowings under \$350 million bank facility.

(5) May 8, 2006

(6) Advances under the \$250 million receivable facility, which was increased to \$275 million on January 18, 2006, are not reflected in debt on the balance sheet.

(7) The pollution control bonds are collateralized by general mortgage bonds.

(8) Borrowings under \$300 million bank facility.

(9) For financial reporting purposes, the trust preferred is deemed issued and, therefore, \$103 million of junior subordinated debentures issued to the trust is reflected on CenterPoint Energy's consolidated financial statements.

# Principal amounts of external debt and trust preferred securities

As of March 31, 2006



## CenterPoint Energy, Inc

Security	Outstanding	Rate	Insurer	Maturity	Call Feature	
					Date	Price
Commercial Paper <sup>(1)</sup>	\$ -	NA		NA	NA	NA
\$1.2 Billion Revolving Credit Facility	-	NA		03/31/11	Current	100
ZENS	840,311,238 <sup>(2)</sup>	7.25%		09/15/29	Current	(5)
Convertible Senior Notes ("New")	571,908,000	3.75%		05/15/23	05/15/08	100
Convertible Senior Notes ("Old")	3,092,000	3.75%		05/15/23	05/15/08	100
Convertible Senior Notes	255,000,000	2.875%		01/15/24	01/15/07	100
Senior Notes	200,000,000	5.875%		06/01/08	Current	(6)
Senior Notes	200,000,000	6.85%		06/01/15	Current	(6)
Senior Notes	200,000,000	7.25%		09/01/10	Current	(6)
Brazos River Authority Series 1995	91,946,000 <sup>(3)</sup>	4.00%	MBIA	08/01/15	08/01/13	101
Matagorda County Navigation District Number One Series 1995	58,905,000 <sup>(3)</sup>	4.00%	MBIA	10/15/15	10/15/13	101
Brazos River Authority Series 1997	50,000,000 <sup>(4)</sup>	5.05%	AMBAC	11/01/18	NA	NA
Matagorda County Navigation District Number One Series 1997	68,000,000 <sup>(4)</sup>	5.125%	AMBAC	11/01/28	NA	NA
Matagorda County Navigation District Number One Series 1998A	29,685,000	5.25%	MBIA	11/01/29	11/01/08	102
Matagorda County Navigation District Number One Series 1998B	75,000,000	5.15%	MBIA	11/01/29	11/01/08	102
Brazos River Authority Series 1998A	100,000,000 <sup>(4)</sup>	5.125%	AMBAC	05/01/19	05/01/08	102
Brazos River Authority Series 1998B	90,000,000 <sup>(4)</sup>	5.125%	AMBAC	11/01/20	11/01/08	102
Brazos River Authority Series 1998C	100,000,000 <sup>(4)</sup>	5.125%	AMBAC	05/01/19	05/01/08	102
Brazos River Authority Series 1998D	68,700,000	4.90%	MBIA	10/01/15	NA	NA
Gulf Coast Waste Disposal Authority Series 1999	19,200,000 <sup>(4)</sup>	4.70%	AMBAC	01/01/11	NA	NA
Matagorda County Navigation District Number One Series 1999A	100,000,000 <sup>(4)</sup>	5.25%	AMBAC	06/01/26	06/01/09	101
Brazos River Authority Series 1999A	100,000,000	5.375%		04/01/19	04/01/09	101
Matagorda County Navigation District Number One Series 1999B	70,315,000	5.95%		05/01/20	05/01/09	101
Brazos River Authority Series 1999B	100,000,000	7.75%		12/01/18	04/10/08	102
Matagorda County Navigation District Number One Series 1999C	75,000,000	8.00%		05/01/29	04/10/08	102
8.257% Capital Securities, Series B	100,000,000	8.257%		02/01/37	02/04/07	104.1285
<b>TOTAL</b>	<b>\$ 3,567,061,238</b>					

(1) Classified as long term debt due to multi-year backstop credit facility.

(2) The contingent principal amount is \$80,653,886. Interest is paid on the principal amount in the table at \$0.29125 per ZENS (or 2% per year) plus a "pass-through" of the Time Warner common stock dividend.

(3) Collateralized by CEHEFFs Mortgage Bonds.

(4) Collateralized by CEHE General Mortgage Bonds.

(5) The higher of the contingent principal amount and the market value of the Time Warner reference shares.

(6) 100% plus make-whole premium using treasury yield + 50 bps as the discount rate.

# Principal amounts of external debt

## As of March 31, 2006



### CenterPoint Energy Houston Electric, LLC

Security	Outstanding	Rate	Insurer	Maturity	Call Feature	
					Date	Price
\$300M Revolving Credit Facility	\$ -	NA		03/31/11	Current	100
First Mortgage Bonds	102,442,000	9.15%		03/15/21	NA	NA
General Mortgage Bonds	460,000,000	5.70%		03/15/13	Current	(2)
General Mortgage Bonds	312,275,000	6.95%		03/15/33	Current	(3)
General Mortgage Bonds	200,000,000	5.60%		07/01/23	Current	(4)
General Mortgage Bonds	300,000,000	5.75%		01/15/14	Current	(5)
Matagorda County Navigation District Number One Series 2004	56,095,000 <sup>(1)</sup>	5.60%		03/01/27	03/01/14	101
Brazos River Authority Series 2004	43,820,000 <sup>(1)</sup>	4.25%	F G I C	03/01/17	03/01/14	101
Brazos River Authority Series 2004A	33,470,000 <sup>(1)</sup>	3.625%	F G I C	04/01/12	NA	NA
Gulf Coast Waste Disposal Authority Series 2004	12,100,000 <sup>(1)</sup>	3.625%	F G I C	04/01/12	NA	NA
Brazos River Authority Series 2004B	83,565,000 <sup>(1)</sup>	4.25%	F G I C	12/01/17	06/01/14	100
TOTAL	\$ 1,593,767,000					

(1) Collateralized by CEHE General Mortgage Bonds.

(2) 100% plus make-whole premium using treasury yield + 30 bps as the discount rate.

(3) 100% plus make-whole premium using treasury yield + 35 bps as the discount rate.

(4) 100% plus make-whole premium using treasury yield + 20 bps as the discount rate.

(5) 100% plus make-whole premium using treasury yield + 20 bps as the discount rate (treasury yield + 50 bps as the discount rate for a "special redemption").

# Principal amounts of external debt

As of March 31, 2006



## CenterPoint Energy Resources Corp.

Security	Outstanding	Rate	Maturity	Call Feature	
				Date	Price
\$550M Revolving Credit Facility	\$ -	NA	03/31/11	Current	100
Debentures	145,070,000	8.90%	12/15/06	NA	NA
Conv. Sub. Debentures	65,000,000	6.00%	03/15/12	Current	100
Debentures	300,000,000	6.50%	02/01/08	NA	NA
Notes	550,000,000	7.75%	02/15/11	Current	(1)
Senior Notes	762,000,000	7.875%	04/01/13	Current	(2)
Senior Notes	160,000,000	5.95%	01/15/14	Current	(3)
<b>TOTAL</b>	<b>\$ 1,982,070,000</b>				

(1) 100% plus make-whole premium using treasury yield + 30 bps as the discount rate.

(2) 100% plus make-whole premium using treasury yield + 50 bps as the discount rate.

(3) 100% plus make-whole premium using treasury yield + 35 bps as the discount rate.

# Principal amounts of external debt

As of March 31, 2006



## CenterPoint Energy Transition Bond Company, LLC

Security	Outstanding	Rate	Maturity	Call Feature	
				Date	Price
Class A-2 2001-1 Transition Bonds	\$ 94,716,168	4.76%	Ⓣ	Ⓣ	Ⓣ
Class A-3 2001-1 Transition Bonds	130,000,000	5.16%	Ⓣ	Ⓣ	Ⓣ
Class A-4 2001-1 Transition Bonds	<u>385,897,000</u>	5.63%	Ⓣ	Ⓣ	Ⓣ
<b>TOTAL</b>	<b>\$ 610,613,168</b>				

(1) Expected maturities: \$35,834,722 on 9/15/06, \$20,369,999 on 3/15/07, and \$38,511,447 on 9/15/07.

(2) Expected maturities: \$1,030,314 on 9/15/07, \$22,279,686 on 3/15/08, \$43,248,801 on 9/15/08, \$24,825,936 on 3/15/09, and \$38,615,263 on 9/15/09.

(3) Expected maturities: \$9,576,259 on 9/15/09, \$27,372,186 on 3/15/10, \$53,134,242 on 9/15/10, \$29,918,434 on 3/15/11, \$58,076,963 on 9/15/11, \$33,737,809 on 3/15/12, \$65,491,043 on 9/15/12, \$37,309,760 on 3/15/13, and \$71,280,304 on 9/15/13.

(4) The Series 2001-1 Transition Bonds are subject to optional redemption in whole after the aggregate outstanding principal balance of the Series 2001-1 Transition Bonds has been reduced to 5% or less of the aggregate initial principal balance.

# Principal amounts of external debt

## As of March 31, 2006



### CenterPoint Energy Transition Bond Company II, LLC

Security	Outstanding	Rate	Maturity	Call Feature	
				Date	Price
Tranche A-1 Ser A Transition Bonds	\$ 250,000,000	4.84%	①	NA	NA
Tranche A-2 Ser A Transition Bonds	368,000,000	4.97%	②	NA	NA
Tranche A-3 Ser A Transition Bonds	252,000,000	5.09%	③	NA	NA
Tranche A-4 Ser A Transition Bonds	519,000,000	5.17%	④	NA	NA
Tranche A-5 Ser A Transition Bonds	<u>462,000,000</u>	5.302%	⑤	NA	NA
<b>TOTAL</b>	<b>\$ 1,851,000,000</b>				

(1) Expected maturities: \$18,564,683 on 8/1/06, \$51,526,642 on 2/1/07, \$35,337,037 on 8/1/07, \$54,655,048 on 2/1/08, \$39,041,412 on 8/1/08, and \$50,875,178 on 2/1/09.

(2) Expected maturities: \$7,933,437 on 2/1/09, \$42,949,120 on 8/1/09, \$63,182,959 on 2/1/10, \$46,880,643 on 8/1/10, \$67,499,154 on 2/1/11, \$51,017,226 on 8/1/11, \$72,033,616 on 2/1/12, and \$16,503,845.3 on 8/1/12.

(3) Expected maturities: \$38,878,605 on 8/1/12, \$76,830,179 on 2/1/13, \$60,080,352 on 8/1/13, and \$76,210,864 on 2/1/14.

(4) Expected maturities: \$5,750,951 on 2/1/14, \$65,050,711 on 8/1/14, \$87,394,129 on 2/1/15, \$70,370,046 on 8/1/15, \$93,163,390 on 2/1/16, \$76,030,242 on 8/1/16, \$99,297,383 on 2/1/17, and \$21,943,148 on 8/1/17.

(5) Expected maturities: \$60,075,624 on 8/1/17, \$105,812,576 on 2/1/18, \$88,467,525 on 8/1/18, \$112,783,865 on 2/1/19, and \$94,860,410 on 8/1/19.

# Principal amounts of maturing external debt and trust preferred securities

## As of March 31, 2006



(\$ in millions)

Year	CenterPoint Energy <sup>(1)</sup>	CEHE	CERC <sup>(2)</sup>	Sub-total	Transition Bonds <sup>(3)</sup> (Series 2001-1)	Transition Bonds <sup>(3)</sup> (Series A)	Total
2006	\$ -	\$ -	\$ 145	\$ 145	\$ 36	\$ 19	\$ 200
2007	- <sup>(4)</sup>	-	7	7	60	87	154
2008	200 <sup>(5)</sup>	-	307	507	65	94	666
2009	-	-	6	6	73	102	181
2010	200	-	6	206	81	110	397
2011-2015	439 <sup>(4)(5)</sup>	796	1,511	2,746	296	687	3,729
2016-2020	540 <sup>(4)(5)</sup>	127	-	667	-	752	1,419
2021-2025	830 <sup>(4)(5)</sup>	303	-	1,133	-	-	1,133
2026-2030	1,268 <sup>(6)</sup>	56	-	1,324	-	-	1,324
2031-2035	-	312	-	312	-	-	312
2036-2040	100	-	-	100	-	-	100
<b>Total</b>	<b>\$ 3,577</b>	<b>\$ 1,594</b>	<b>\$ 1,982</b>	<b>\$ 7,153</b>	<b>\$ 611</b>	<b>\$ 1,851</b>	<b>\$ 9,615</b>

(1) Debt collateralized by First Mortgage Bonds of CEHE matures on the following dates: 2015, \$150.85 m illio. Debt collateralized by General Mortgage Bonds of CEHE matures on the following dates: 2011, \$19.2 m illio; 2018, \$50 m illio; 2019, \$200 m illio; 2020, \$90 m illio; 2026, \$100 m illio; and 2028, \$58 m illio.

(2) Convertible Subordinated Debentures mature on the following dates: 2007, \$6.5 m illio; 2008, \$6.5 m illio; 2009, \$6.5 m illio; 2010, \$6.5 m illio; 2011, \$6.5 m illio; and 2012, \$12.5 m illio.

(3) Using expected maturities.

(4) Convertible senior notes of \$255 m illio maturing in 2024 are shown in 2024. Holders have the right to require CenterPoint Energy to purchase all or any portion of the notes for cash on January 15, 2007, January 15, 2012 and January 15, 2017 at 100% of their principal amount plus any accrued interest.

(5) Convertible senior notes of \$57.5 m illio maturing in 2023 are shown in 2023. Holders have the right to require CenterPoint Energy to purchase all or any portion of the notes for cash on May 15, 2008, May 15, 2013 and May 15, 2018 at 100% of their principal amount plus accrued interest.

(6) Includes ZENS at their contingent amount payable at maturity of \$50.7 m illio. The principal amount on which interest is paid is \$40.3 m illio. The debt component reflected on the Company's financial statements is \$110 m illio as of 3/31/2006.