

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): JUNE 6, 2005

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

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

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

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.

(c) Exhibits.

99.1 CenterPoint Energy, Inc. slide presentation

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Some of the statements in the exhibit attached to this report 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 "potential", "will", "intend", "expect" or other similar words. We have based our forward-looking statements on our management's beliefs and assumptions based on information 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.

Changes in federal, state and local regulations affecting CenterPoint Energy's businesses, the inability of CenterPoint Energy, CenterPoint Houston or CERC to arrange future financings on acceptable terms, the timing and amount of recovery of the true-up components or the timing and outcome of any legal proceeding related to the true-up proceeding could cause actual results to differ materially from those expressed or implied in forward-looking statements. You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement.

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: June 6, 2005

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: June 6, 2005

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: June 6, 2005

By: /s/ James S. Brian

James S. Brian
Senior Vice President and
Chief Accounting Officer

EXHIBIT INDEX

Exhibit Number -----	Exhibit Description -----
99.1	CenterPoint Energy, Inc. slide presentation



**RBC Capital Markets
2005 North American Energy Conference
Boston, MA
June 6, 2005**

**David M. McClanahan
President & Chief Executive Officer**

NYSE:CNP
www.CenterPointEnergy.com



Cautionary Statement Regarding Forward-Looking Information



From time to time we make 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 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 are described in CenterPoint Energy, Inc.'s Form 10-K for the period ended December 31, 2004 under "Risk Factors" beginning on page 24 and under "Management's Discussion and Analysis of Financial Condition and Results of Operations - Certain Factors Affecting Future Earnings" beginning on page 45 and in CenterPoint Energy, Inc.'s Form 10-Q for the quarterly period ended March 31, 2005 under "Management's Narrative Analysis of the Results of Operations - Certain Factors Affecting Future Earnings" beginning on page 16.

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



Discussion Points

- Company Overview
- 2005 First Quarter Financial Results
- Completing Transition
- Post Transition – What’s Next
 - Opportunities
 - Challenges
 - Industry/Sector perspective



Company Overview

CenterPoint Energy

A low risk, diversified business with large scale



- **Large-scale, diversified regulated domestic energy delivery business with nearly 5 million metered customers**

- One of the nation's largest combined gas and electric utilities
- Balanced mix of electric and natural gas assets

- **Attractive service territories**

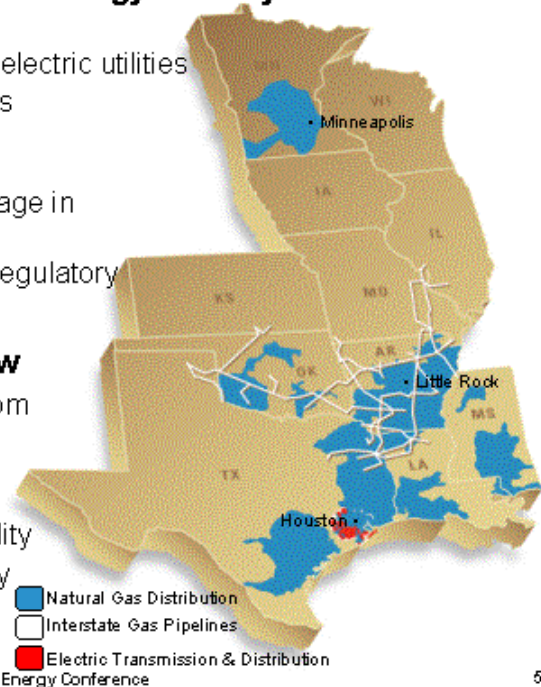
- Houston and Minneapolis above national average in growth and consumption
- Diversified from a geographic, economic and regulatory standpoint

- **Predictable, stable earnings and cash flow**

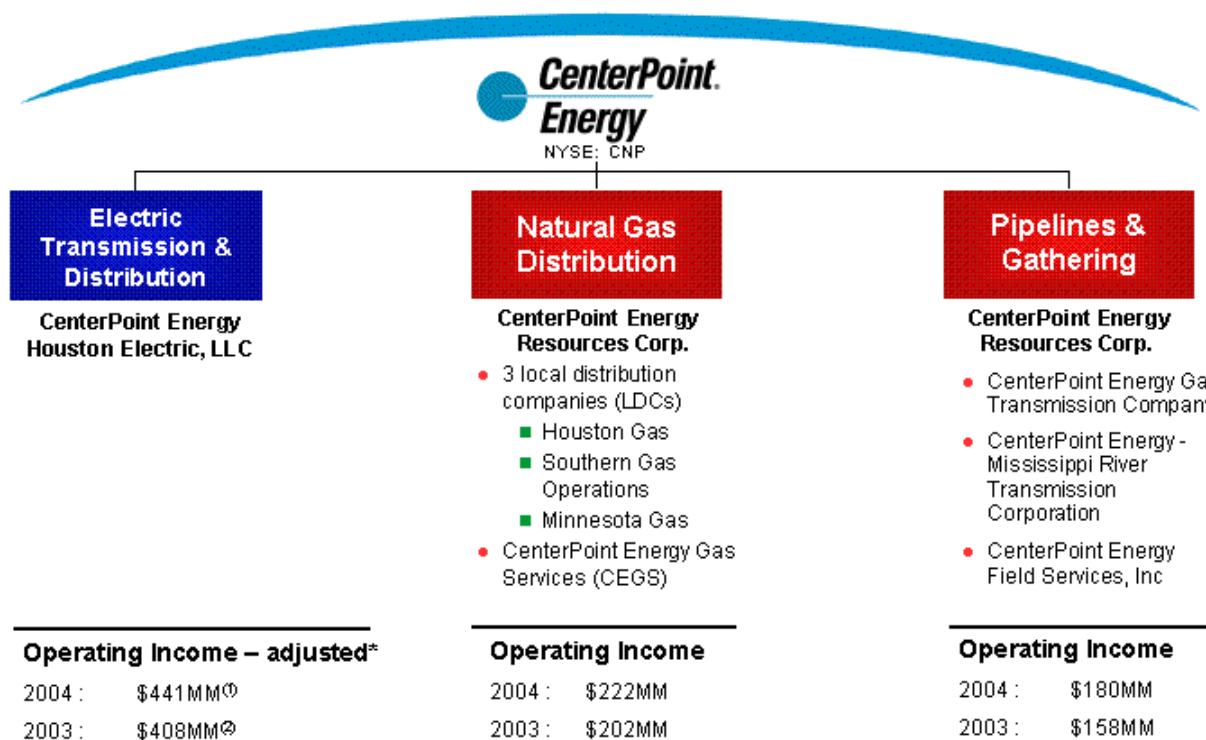
- Approximately 85-90% of operating income from regulated operations

- **Low risk, primarily regulated businesses**

- No electric commodity obligation at electric utility
- No Provider of Last Resort risk at electric utility
- Low commodity risk exposure at gas LDCs



Three segments focused primarily on regulated domestic energy delivery



* See reconciliation on page 30.

⁽¹⁾ Results exclude \$38mm of operating income from the Transition Bond Company and the reversal of \$15MM of the reserve associated with the Final Fuel Reconciliation.

⁽²⁾ Results exclude \$561MM of ECOM, \$87MM reserve for Final Fuel Reconciliation and \$38MM of operating income from the Transition Bond Company.
June 6, 2005 RBC Capital Markets – 2005 North American Energy Conference



2005 First Quarter Financial Results

Statement of Consolidated Income



(unaudited, in millions except per share amounts)

	Quarters end March 31,		% Change
	2005	2004	
Revenues	<u>\$2,762</u>	<u>\$2,528</u>	<u>9%</u>
Expenses:			
Natural gas	1,948	1,762	11%
Operation and maintenance	313	316	(1%)
Depreciation and amortization	130	116	12%
Taxes other than income taxes	95	94	1%
Total	<u>2,486</u>	<u>2,288</u>	<u>9%</u>
Operating Income	276	240	15%
Interest and other finance charges	(173)	(183)	(5%)
Interest on Transition Bonds	(9)	(10)	(10%)
Return on true-up balance	34	-	-
Other- Net	2	4	(50%)
Income Tax Expense	<u>(63)</u>	<u>(22)</u>	<u>186%</u>
Income from Continuing Operations	<u>\$67</u>	<u>\$29</u>	<u>131%</u>
Income from Continuing Operations, per share:			
Basic	\$0.22	\$0.09	144%
Diluted	\$0.20	\$0.09	122%

June 6, 2005

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Operating Income by Segment



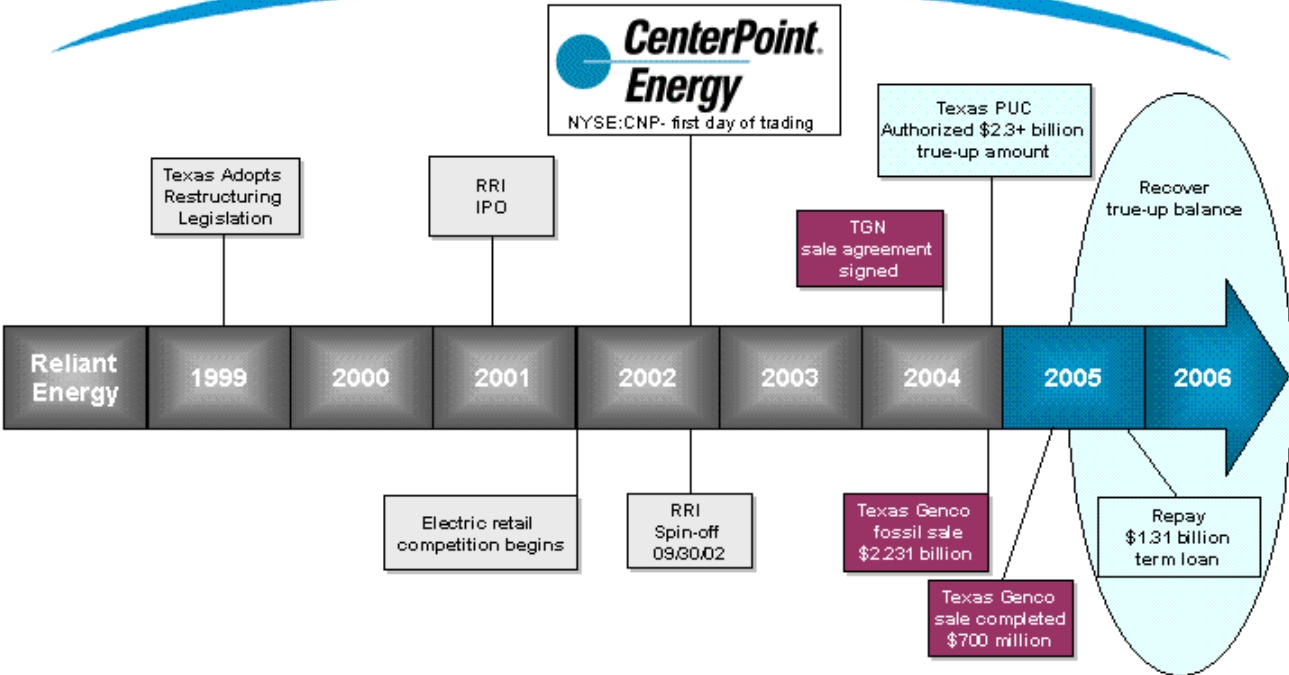
(unaudited, in millions)

	Quarters ended March 31,		
	2005	2004	% Change
Electric Transmission & Distribution:			
Transmission & Distribution Operations	\$ 71	\$ 75	(5%)
Transition Bond Company	9	10	(10%)
Total Electric Transmission & Distribution	<u>80</u>	<u>85</u>	<u>(6%)</u>
Natural Gas Distribution	139	117	19%
Pipelines and Gathering	64	45	42%
Other Operations	<u>(7)</u>	<u>(7)</u>	<u>0%</u>
Total Operating Income	<u>\$ 276</u>	<u>\$ 240</u>	<u>15%</u>



Completing Transition

We are in the final stage of transition



Determination of true-up balance



- **December 2004: PUC Final True-up Order authorized recovery of \$2.3 billion**
 - \$2.3 billion includes approximately \$300 million of interest from January 1, 2002 through August 31, 2004
 - Final true-up amount will be increased for the principal portion of Excess Mitigation Credits (EMCs) paid September 1, 2004 through April 29, 2005
 - Final true-up amount will be increased for interest accrued on adjusted true-up balance from September 1, 2004 until transition bonds are issued or competition transition charges (CTCs) are implemented
 - Final true-up amount will be decreased for the benefit associated with certain deferred taxes

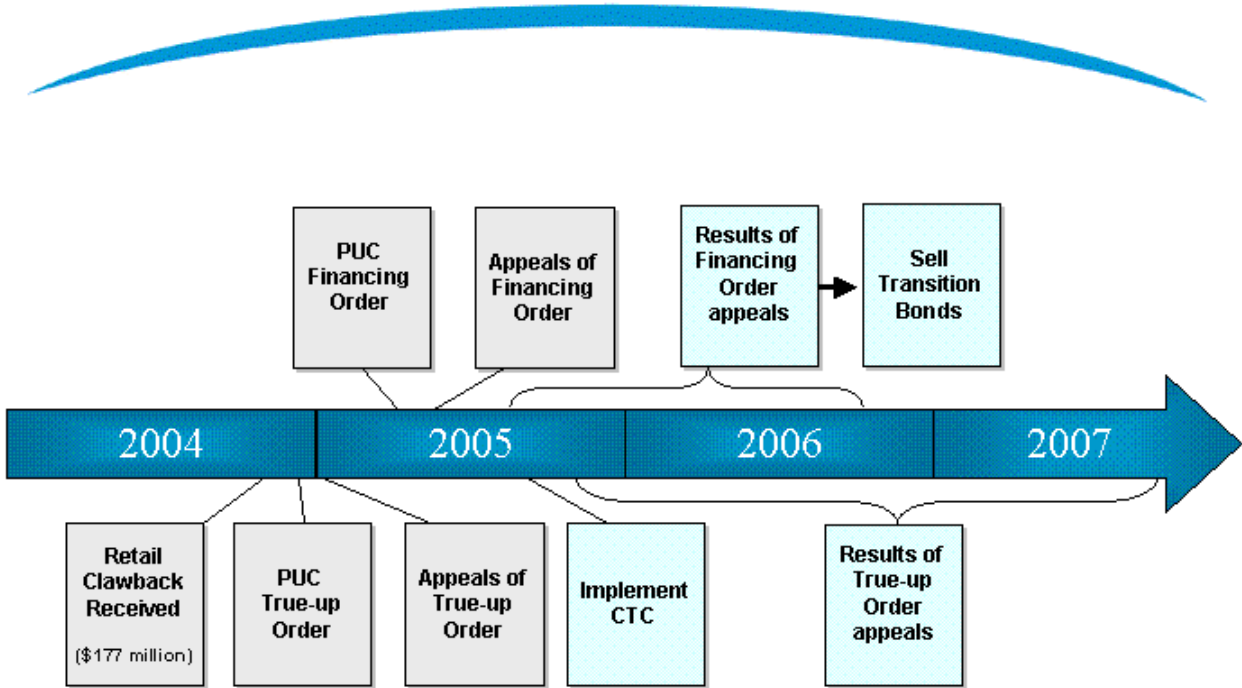
- **True-up Order appealed by the Company and numerous intervenors**
 - Court ordered mediation took place in May 2005
 - Hearing in Travis County District court scheduled for early August 2005
 - Company appealed issues valued at more than \$1.3 billion

Recovery of true-up balance



- **March 2005: PUC Final Financing Order authorized securitization of approximately \$1.8 billion assuming transition bonds are issued mid-2005**
 - Assumes EMCs paid through April 2005, interest until transition bonds are issued and certain costs of transition bond issuance
 - Appeals of Financing Order will delay issuance of transition bonds
 - Law restricts appeals to whether Financing Order is consistent with constitution or law or was beyond the Commission's authority
- **April 2005: PUC Hearing on the Merits held to determine CTC**
 - CTC will recover non-securitized true-up balance, plus a return, as a non-bypassable wires charge
 - CTC Order expected in June
 - CTC can be implemented despite an appeal of the CTC Order
- **Return will accrue on true-up balance until transition bonds are issued or CTC is implemented**

Next steps





Post Transition - What's Next

Opportunities



- **Maximize value potential of current portfolio through productivity improvements and rate relief**
 - Achieve top quartile operating and cost performance
 - Leverage scale and synergies across businesses
 - Share common systems and processes
 - Embrace continuous productivity and process improvements
 - Continue to focus on revenue enhancement through appropriate rate requests and rate design

Opportunities (cont.)

- **Grow and expand current businesses**

- Capture organic growth in existing service territories of regulated business
 - Attractive service territories
 - Annual growth rate of 2% plus
- Expand current asset footprint
 - Capture economic pipeline expansion opportunities
 - Expand field services footprint
 - Expand gas marketing business
- Pursue complementary businesses
 - Expand ServiceStar (remote data monitoring and communication services)
 - Explore broadband over power lines (BPL)

- **Pursue complementary/synergistic acquisitions**

- Industry consolidation expected
- Focus on both gas and electric assets
- Seek complementary business expansion that leverages our core businesses/skills

Opportunities (cont.)

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- **Continued de-leveraging/enhancement of balance sheet**
 - Issuance of transition bonds
 - True-up appeal
 - Growth financed through equity

- **Adjust dividend payout to be consistent with sustainable earnings**
 - 50-75% long-term dividend payout ratio
 - Grow dividend consistent with earnings growth

Challenges

- 
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- **Compliance with Public Utility Holding Company Act of 1935**
 - Achievement of 30% equity guideline
 - Managing dividend declarations
 - Issues eliminated after PUHCA repeal
 - **Improving market perception of the company**
 - Long, complex transition period
 - Recognition and proper valuation of low-risk business with moderate growth
 - **Executing disciplined growth plan**
 - Investments consistent with risk tolerance of company and shareholder expectations

Industry/sector perspective

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- **Electric retail deregulation not expected to spread in near term**
 - Integrated electric utility will remain entrenched
 - Pure T&D utilities, like CNP, few and far between

- **Gas opportunities will increase**
 - Price volatility will drive innovation/change
 - Customers seek risk mitigation services

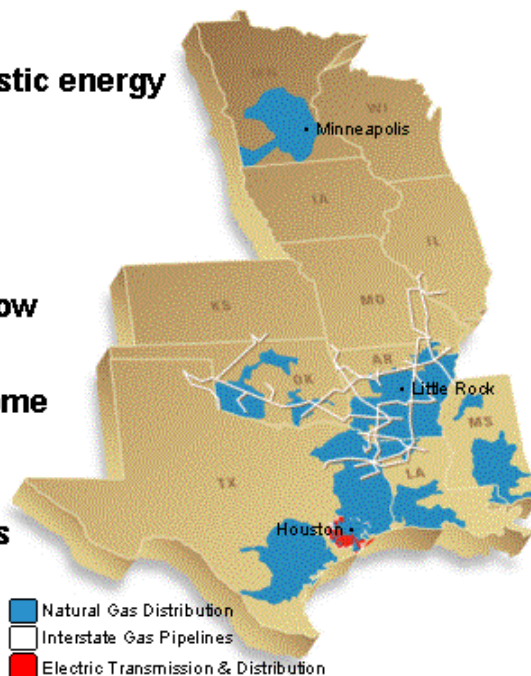
- **Industry consolidation will continue**
 - Pace of consolidation will be primarily driven by unique or strategic circumstances, i.e., management succession, generation needs
 - Probably not "50" in five
 - Repeal of PUHCA will accelerate M&A activity

CenterPoint Energy

A low risk, diversified business with large scale



- **Large-scale, diversified regulated domestic energy delivery business**
- **Attractive service territories**
- **Predictable, stable earnings and cash flow**
- **Approximately 85-90% of operating income from regulated operations**
- **Low risk, primarily regulated businesses**





**RBC Capital Markets
2005 North American Energy Conference
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**David M. McClanahan
President & Chief Executive Officer**

NYSE: CNP
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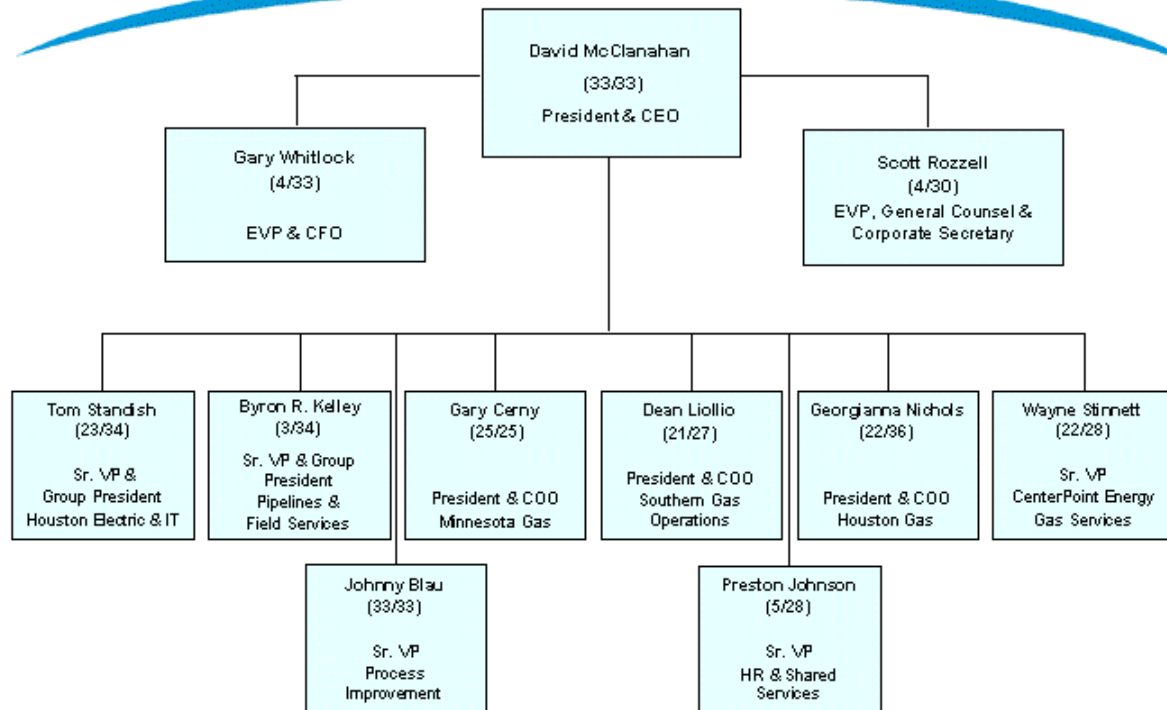


Appendix



Company Management

Skilled management team with significant regulatory and industry experience



Numbers in parentheses indicate years with company / years of business experience.



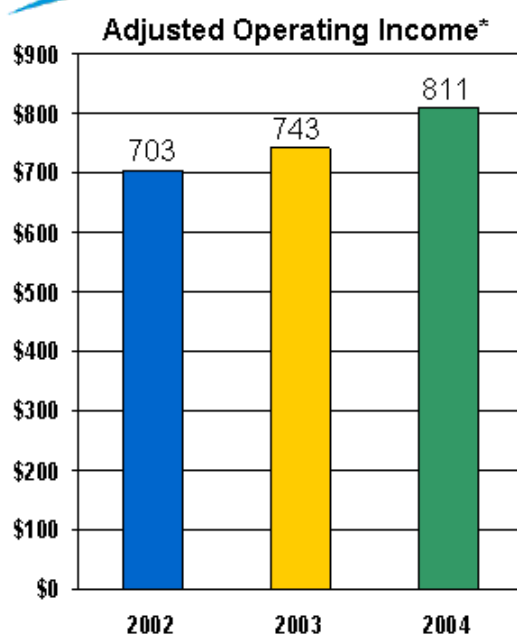
2004 Financial Results

Financial Results- Consolidated

Year ended December 31, 2004



(in millions, except per share amounts)



Operating Income	\$ 864
Other Income (Expense), net	256
Interest Expense	(777)
Income Taxes	(138)
Income from Continuing Operations	
Before Extraordinary Loss	\$ 205
Discontinued Operations, net	(133)
Extraordinary loss, net of tax	(977)
Net Income	\$ (905)
Earnings Per Share, diluted:	
Continuing Operations	\$ 0.61
Net Income	\$ (2.48)

* 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 28).

Reconciliation of Operating Income to Adjusted Operating Income - Consolidated



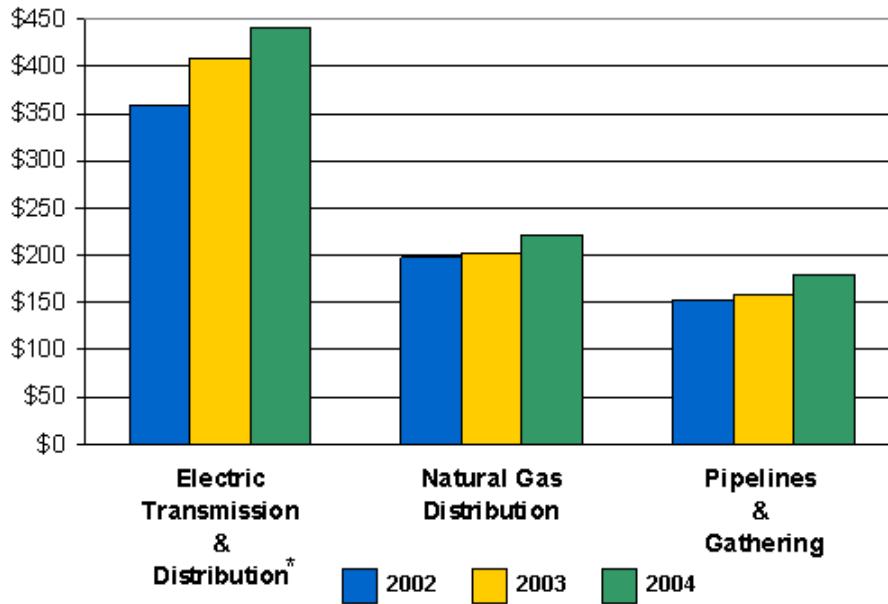
(in millions)

	<u>2002</u>	<u>2003</u>	<u>2004</u>
Operating Income	\$1,440	\$1,355	\$864
ECOM	(697)	(661)	—
Transition Bond Company	(40)	(38)	(38)
Final Fuel Reconciliation	--	87	(15)
Adjusted Operating Income	<u>\$703</u>	<u>\$743</u>	<u>\$811</u>

Operating Income by business segment



(in millions)



* 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 30).

Reconciliation of Operating Income to Adjusted Operating Income – Electric Transmission & Distribution



(in millions)

	<u>2002</u>	<u>2003</u>	<u>2004</u>
Operating Income	\$1,096	\$1,020	\$494
ECOM	(697)	(661)	–
Transition Bond Company	(40)	(38)	(38)
Final Fuel Reconciliation	–	87	(15)
Adjusted Operating Income	<u>\$359</u>	<u>\$408</u>	<u>\$441</u>

Recent financial actions further strengthen company



- **Received \$2.931 billion from sale of Texas Genco**
 - \$2.231 billion received December 2004
 - \$700 million received April 2005
 - After-tax proceeds of \$2.5 billion used primarily to reduce debt
- **Contributed \$476 million to the pension plan in 2004**
 - \$350 million increase to shareholders' equity
- **Reduced interest costs, extended maturities and improved terms with three new bank credit facilities negotiated in the first quarter 2005**
 - Includes a \$1.31 billion backstop facility for a November 2005 maturity
- **No significant debt maturities after 2005 until 2010**



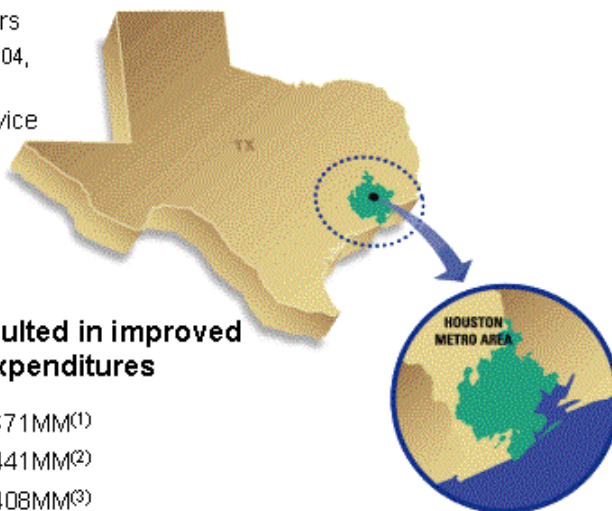
Business Segments

CenterPoint Energy Houston Electric Electric Transmission & Distribution Utility



- **Focused strictly on energy delivery**
 - 5,000 square mile service area in and around Houston
 - Approximately 1.89 million metered customers
 - ◆ added nearly 47,000 metered customers in 2004, a 2.5% increase
 - Reputation for reliability and high quality service
- **No commodity risk or supply obligation**
- **Regulated by PUC of Texas**
 - 11.25% authorized ROE on 40% equity
 - Rate base of \$3.3 billion
- **Recent process improvements have resulted in improved service reliability and reduced capital expenditures**
- **Adjusted Operating Income:**

1Q05 :	\$71MM ⁽¹⁾
2004 :	\$441MM ⁽²⁾
2003 :	\$408MM ⁽³⁾



(1) Results exclude \$9MM of operating income from the Transition Bond Company (see reconciliation on page 36).

(2) Results exclude \$38MM operating income from the Transition Bond Company and the reversal of \$15MM of the reserve associated with the Final Fuel Reconciliation (see reconciliation on page 30).

(3) Results exclude \$561MM of ECOM, \$81MM for Final Fuel Reconciliation and \$38MM operating income from the Transition Bond Company (see reconciliation on page 30).
June 6, 2005 RBC Capital Markets – 2005 North American Energy Conference

Reconciliation of Operating Income to Adjusted Operating Income – Electric Transmission & Distribution



(in millions)

	Quarters ended March 31,	
	<u>2004</u>	<u>2005</u>
Operating Income	\$ 85	\$ 80
Transition Bond Company	<u>(10)</u>	<u>(9)</u>
Adjusted Operating Income	75	71

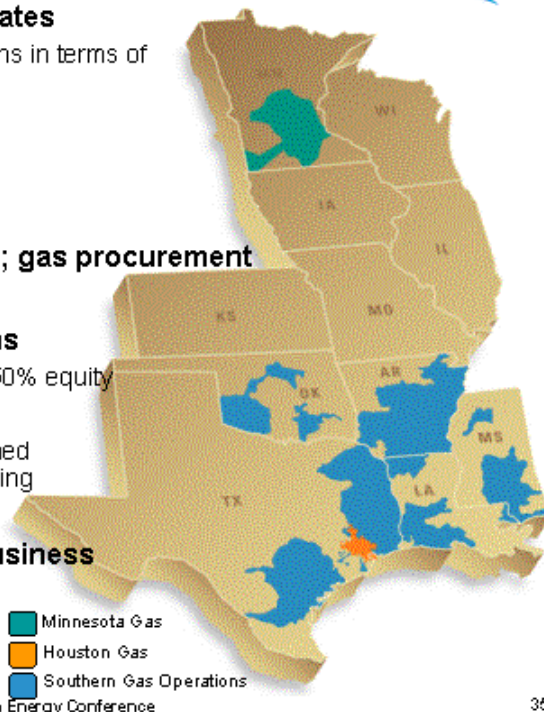
CenterPoint Energy Resources Corp.

Natural Gas Distribution



- **Three LDCs serving 3 million customers in 6 states**
 - One of U.S.'s largest natural gas distribution operations in terms of number of customers served
- **Attractive service territories**
 - Added 45,000 metered customers in 2004
 - Recognized for high quality service
- **Gas adjustment clauses mitigate fuel price risk; gas procurement plans reviewed with commissions**
- **Regulated by various city and state jurisdictions**
 - Approximate range of 10-11% authorized ROEs on 50% equity
 - Approximate combined rate base of \$1.5 billion
 - Nearly \$95 million in annualized rate increases obtained since January 2002; additional rate applications pending
- **A complementary unregulated commercial and industrial natural gas products and services business**
- **Operating Income:**

1Q05 : \$139MM
 2004 : \$222MM
 2003 : \$202MM



■ Minnesota Gas
 ■ Houston Gas
 ■ Southern Gas Operations

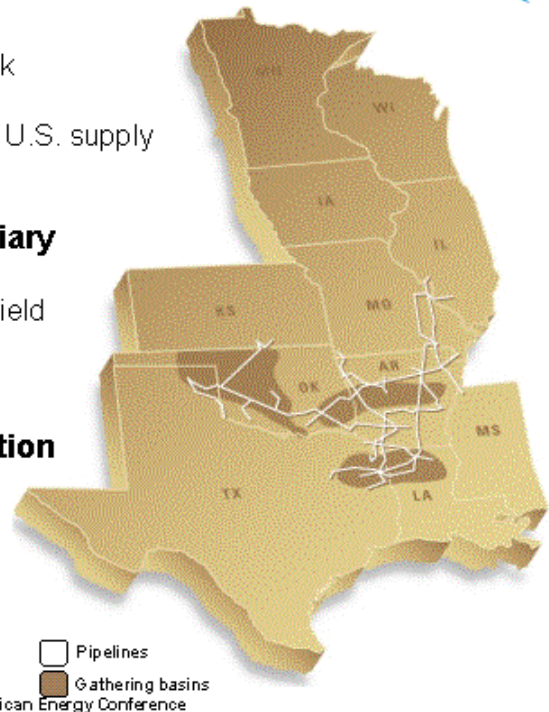
CenterPoint Energy Resources Corp.

Natural Gas Pipelines and Gathering



- **Two FERC-regulated pipelines:**
 - Current system at or near capacity at peak
 - Potential growth in ancillary services
 - Potential expansion opportunity driven by U.S. supply shifts
- **An unregulated gas gathering subsidiary**
 - Minor liquids exposure
 - Good growth potential overall; well-head/field compression monitoring services
- **Pipelines strategically located at the center of the nation's gas transportation infrastructure**
 - Connected to over 20 other pipelines
- **Operating Income:**

1Q05 :	\$ 64MM
2004 :	\$180MM
2003 :	\$158MM





Vision and Strategy

Our corporate vision is simple and focused

Our Vision

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

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

- **Focused on domestic energy delivery businesses**

- Focus on continental, U.S. market
- Focus on regulated energy delivery

"...and More"

- **Will pursue carefully targeted growth opportunities**

- Look for complementary businesses that leverage our core businesses
- Participate in industry consolidation

Our strategy is reflected in three simple phrases:
One Company, Get It Right and Grow



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



True-up

True-up Final Order CNP issues on appeal



- **\$1.3 billion value of CenterPoint Energy's issues on appeal**

■ Market value	\$250 million
■ Capacity auction true-up	\$819 million
■ EMCs	\$180 million
■ Fuel reconciliation	\$ 75 million

- **Resolution of appeal items may take up to 3 years**

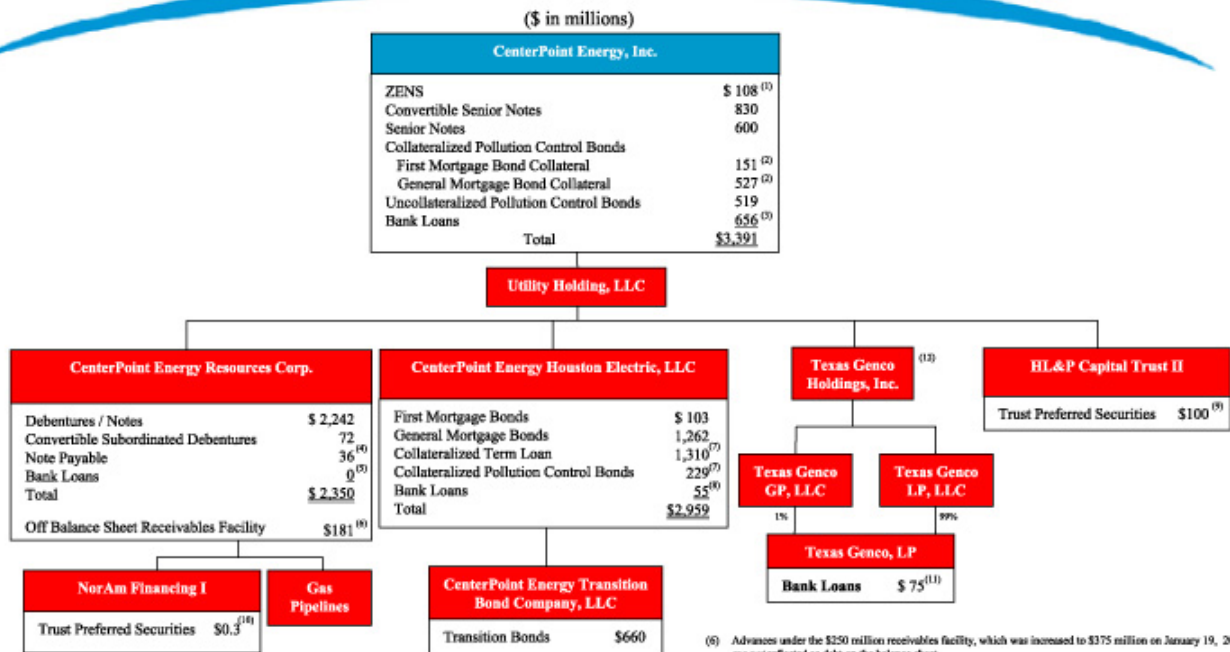
- Travis County District Court
- 3rd Court of Appeals
- Texas Supreme Court



Debt & Maturity Schedules As of March 31, 2005

Principal amounts of external debt and trust preferred securities

As of March 31, 2005



(1) Principal amount on which 2% interest is paid is \$840.3 million. The debt component reflected on financial statements is \$108 million. The contingent principal amount payable at maturity is \$851.3 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 billion bank facility.

(4) Non-interest bearing obligation to a former affiliate related to monies previously advanced to CenterPoint Energy Resources Corp. by a third party and for which the former affiliate remains obligated. Payable in June 2005.

(5) Borrowings under \$250 million bank facility.

(6) Advances under the \$250 million receivables facility, which was increased to \$375 million on January 19, 2005, are not reflected as debt on the balance sheet.

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

(8) Borrowings under \$200 million bank facility.

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

(10) For financial reporting purposes, the trust preferred is deconsolidated and, therefore, \$6 million of junior subordinated debentures issued to the trust is reflected on the financial statements of CenterPoint Energy Resources Corp.

(11) Borrowings under \$75 million bank facility.

(12) On April 13, 2005, the sale of Texas Genco Holdings, Inc. was completed.

Principal amounts of external debt and trust preferred securities

As of March 31, 2005



CenterPoint Energy, Inc.	Outstanding	Rate	Insurer	Maturity	Call Feature	
					Date	Price
\$1 billion Revolving Credit Facility	\$656,000,000	Variable		03/07/10	Current	100
ZENS	\$840,320,558 (3)	(3)		09/15/29	Current	101
Convertible Senior Notes	\$575,000,000	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	(4)
Senior Notes	\$200,000,000	6.85%		06/01/15	Current	(4)
Senior Notes	\$200,000,000	7.25%		09/01/10	Current	(4)
Brazos River Authority Series 1995	\$91,945,000 (1)	4.00%	MBIA	08/01/15	08/01/13	101
Matagorda County Navigation District Number One Series 1995	\$58,905,000 (1)	4.00%	MBIA	10/15/15	10/15/13	101
Brazos River Authority Series 1997	\$50,000,000 (2)	5.05%	AMBAC	11/01/18	NA	NA
Matagorda County Navigation District Number One Series 1997	\$68,000,000 (2)	5.125%	AMBAC	11/01/28	NA	NA
Matagorda County Navigation District Number One Series 1998A	\$29,885,000	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 (2)	5.125%	AMBAC	05/01/19	05/01/08	102
Brazos River Authority Series 1998B	\$90,000,000 (2)	5.125%	AMBAC	11/01/20	11/01/08	102
Brazos River Authority Series 1998C	\$100,000,000 (2)	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 1999	\$19,200,000 (2)	4.70%	AMBAC	01/01/11	NA	NA
Matagorda County Navigation District Number One Series 1999A	\$100,000,000 (2)	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%		05/01/30	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
TOTAL	\$4,223,070,558					

(1) Collateralized by CEHE First Mortgage Bonds.

(2) Collateralized by CEHE General Mortgage Bonds.

(3) The contingent principal amount is \$851,312,704. 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. No common stock dividend is currently paid by Time Warner.

(4) 100% plus make-whole premium using treasury yield + 50 bps as the discount rate.

Principal amounts of external debt

As of March 31, 2005



CenterPoint Energy Houston Electric, LLC

	Outstanding	Rate	Insurer	Maturity	Call Feature	
					Date	Price
\$200 million Revolving Credit Facility	\$55,000,000	Variable		03/07/10	Current	100
First Mortgage Bonds	\$102,442,000	9.15%		03/15/21	NA	NA
General Mortgage Bonds	\$450,000,000	5.70%		03/15/13	Current	(3)
General Mortgage Bonds	\$312,275,000	6.95%		03/15/33	Current	(4)
General Mortgage Bonds	\$200,000,000	5.60%		07/01/23	Current	(5)
General Mortgage Bonds	\$300,000,000	5.75%		01/15/14	Current	(6)
Collateralized Term Loan	\$1,310,000,000 (1)	(2)		11/11/05	NA	NA
Matagorda County Navigation District Number One Series 2004	\$56,095,000 (1)	5.60%		03/01/27	03/01/14	101
Brazos River Authority Series 2004	\$43,820,000 (1)	4.25%	FGIC	03/01/17	03/01/14	101
Brazos River Authority Series 2004A	\$33,470,000 (1)	3.625%	FGIC	04/01/12	NA	NA
Gulf Coast Waste Disposal Authority Series 2004	12,100,000 (1)					
Brazos River Authority Series 2004B	\$83,565,000 (1)	4.25%	FGIC	12/01/17	06/01/14	100
TOTAL	\$ 2,958,767,000					

(1) Collateralized by CEHE General Mortgage Bonds.

(2) Floating rate at LIBOR + 975 basis points with a minimum interest rate of 12.75%.

(3) 100% plus make-whole premium using treasury yield + 30 basis points as the discount rate.

(4) 100% plus make-whole premium using treasury yield + 35 basis points as the discount rate.

(5) 100% plus make-whole premium using treasury yield + 20 basis points as the discount rate.

(6) 100% plus make-whole premium using treasury yield + 20 basis points as the discount rate (treasury yield + 50 basis points is used as the discount rate for a "special redemption").

Principal amounts of external debt and trust preferred securities

As of March 31, 2005



<u>CenterPoint Energy Resources Corp.</u>	<u>Outstanding</u>	<u>Rate</u>	<u>Maturity</u>	<u>Call Feature</u>	
				<u>Date</u>	<u>Price</u>
\$250 million Revolving Credit Facility	\$0	Variable	3/23/07	Current	100
Debentures	\$145,070,000	8.90%	12/15/06	NA	NA
Convertible Subordinated Debentures	\$ 71,483,900	6.00%	3/15/12	Current	100
Debentures	\$300,000,000	6.50%	2/01/08	NA	NA
Notes	\$325,000,000	8.125%	7/15/05	Current	(1)
Notes	\$550,000,000	7.75%	2/15/11	Current	(2)
Senior Notes	\$762,000,000	7.875%	4/01/13	Current	(3)
Senior Notes	\$160,000,000	5.95%	1/15/14	Current	(4)
Note Payable to Reliant Energy Services	\$ 36,000,000		6/01/05	NA	NA
6.25% Convertible Trust Preferred	\$ 334,000	6.250%	6/30/26	Current ⁽⁵⁾	100
TOTAL	\$2,349,887,900				

(1) 100% plus make-whole premium using treasury yield + 25 bps as the discount rate.

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

(3) 100% plus make-whole premium using treasury yield + 50 bps as the discount rate.

(4) 100% plus make-whole premium using treasury yield + 35 bps as the discount rate.

(5) Only if current market price of CNP common stock equals/exceeds 125% of the conversion price for 20 of 30 days.

Principal amounts of external debt

As of March 31, 2005



CenterPoint Energy Transition Bond Company, LLC

	<u>Outstanding</u>	<u>Rate</u>	<u>Maturity</u>	<u>Call Feature</u>	
				<u>Date</u>	<u>Price</u>
Class A-1 2001-1 Transition Bonds	\$ 26,068,480	3.84%	(1)	(5)	(5)
Class A-2 2001-1 Transition Bonds	\$118,000,000	4.76%	(2)	(5)	(5)
Class A-3 2001-1 Transition Bonds	\$130,000,000	5.16%	(3)	(5)	(5)
Class A-4 2001-1 Transition Bonds	<u>\$385,897,000</u>	5.63%	(4)	(5)	(5)
TOTAL	\$659,965,480				

- (1) Expected maturities: \$26,068,480 on 09/15/05.
- (2) Expected maturities: \$4,823,521 on 09/15/05; \$18,460,311 on 03/15/06; \$35,834,722 on 09/15/06; \$20,369,999 on 03/15/07; \$38,511,447 on 09/15/07.
- (3) Expected maturities: \$1,030,314 on 09/15/07; \$22,279,686 on 03/15/08; \$43,248,801 on 09/15/08; \$24,825,936 on 03/15/09; \$38,615,263 on 09/15/09.
- (4) Expected maturities: \$9,576,259 on 09/15/09; \$27,372,186 on 03/15/10; \$53,134,242 on 09/15/10; \$29,918,434 on 03/15/11; \$58,076,963 on 09/15/11; \$33,737,809 on 03/15/12; \$65,491,043 on 09/15/12; \$37,309,760 on 03/15/13; \$71,280,304 on 09/15/13.
- (5) 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 and trust preferred securities

As of March 31, 2005



(\$ in millions)

Year	CenterPoint Energy	CenterPoint Houston	CERC ⁽¹⁾	Sub-total	Transition Bonds ⁽²⁾	Total
2005		1,310	361	1,671	31	\$1,702
2006			152	152	54	\$206
2007			6	6	60	\$66
2008	200 ⁽⁴⁾		306	506	66	\$572
2009			6	6	73	\$79
2010-2014	875	851	1,518	3,244	376	\$3,620
2015-2019	870	127		997		\$997
2020-2024	920 ⁽³⁾	303		1,223		\$1,223
2025-2029	1,199 ⁽⁵⁾	56		1,255		\$1,255
2030-2034	70	312		382		\$382
2035-2039	100			100		\$100
Total	\$4,234	\$2,959	\$2,349	\$9,542	\$660	\$10,202

(1) Convertible Subordinated Debentures mature: \$4.3 million in 2004, \$4.3 million in 2007, \$4.3 million in 2008, \$4.3 million in 2009, \$4.3 million in 2010, \$4.3 million in 2011 and \$32.3 million in 2012.

(2) Using expected maturities.

(3) Convertible senior notes of \$253 million 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 accrued interest.

(4) Convertible senior notes of \$373 million 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.

(5) Includes ZENS at their contingent amount payable at maturity of \$851.3 million. The principal amount on which interest is paid is \$840.3 million.