

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

FORM 10-Q/A  
AMENDMENT NO. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_.

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Commission file number 1-31447

CENTERPOINT ENERGY, INC.  
(Exact name of registrant as specified in its charter)

TEXAS  
(State or other jurisdiction of  
incorporation or organization)

74-0694415  
(I.R.S. Employer Identification No.)

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

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

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Indicate by check mark whether the registrant: (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days. Yes  No   
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Indicate by check mark whether the registrant is an accelerated filer (as  
defined in Rule 12b-2 of the Exchange Act). Yes  No   
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Indicate by check mark whether the registrant is a shell company (as defined in  
Rule 12b-2 of the Exchange Act). Yes  No   
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As of August 1, 2005, CenterPoint Energy, Inc. had 309,549,770 shares of common  
stock outstanding, excluding 166 shares held as treasury stock.

#### EXPLANATORY NOTE

CenterPoint Energy, Inc. (CenterPoint Energy or the Company) hereby amends Items 1, 2, and 4 of Part I and Item 6 of Part II of its Quarterly Report on Form 10-Q for the period ended June 30, 2005 as originally filed on August 8, 2005 (Form 10-Q) to reflect the restatement of the Company's unaudited condensed consolidated financial statements as discussed in Note 14. In addition, the Company has modified the presentation of discontinued operations in its condensed statements of consolidated cash flows as discussed in Note 1. Contemporaneously with the filing of this Amendment No. 1 to the Form 10-Q on this Form 10-Q/A, the Company is filing Amendment No. 2 to its Annual Report on Form 10-K/A for the year ended December 31, 2004.

For purposes of this Form 10-Q/A, and in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, each item of the Form 10-Q that was affected by the restatement has been amended to the extent affected and restated in its entirety. NO ATTEMPT HAS BEEN MADE IN THIS FORM 10-Q/A TO UPDATE OTHER DISCLOSURES AS PRESENTED IN THE FORM 10-Q EXCEPT AS REQUIRED TO REFLECT THE EFFECTS OF THE RESTATEMENT. ACCORDINGLY, THIS FORM 10-Q/A SHOULD BE READ IN CONJUNCTION WITH THE COMPANY'S SEC FILINGS MADE SUBSEQUENT TO THE FILING OF THE FORM 10-Q, INCLUDING ANY AMENDMENTS OF THOSE FILINGS. IN ADDITION, THIS FORM 10-Q/A INCLUDES UPDATED CERTIFICATIONS FROM THE COMPANY'S CEO AND CFO AS EXHIBITS 31.1, 31.2, 32.1 AND 32.2.

CENTERPOINT ENERGY, INC.  
QUARTERLY REPORT ON FORM 10-Q/A  
FOR THE QUARTER ENDED JUNE 30, 2005

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## 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.

The following are some of the factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements:

- the timing and amount of our recovery of the true-up components;
- state and federal legislative and regulatory actions or developments, including deregulation, re-regulation, constraints placed on our activities or business by the Public Utility Holding Company Act of 1935, as amended (1935 Act), the impact of the repeal of the 1935 Act, changes in or application of laws or regulations applicable to other aspects of our business and actions with respect to:
  - allowed rates of return;
  - rate structures;
  - recovery of investments; and
  - operation and construction of facilities;
- timely rate increases, including recovery of costs;
- industrial, commercial and residential growth in our service territory and changes in market demand and demographic patterns;
- the timing and extent of changes in commodity prices, particularly natural gas;
- changes in interest rates or rates of inflation;
- weather variations and other natural phenomena;
- the timing and extent of changes in the supply of natural gas;
- commercial bank and financial market conditions, our access to capital, the cost of such capital, receipt of certain financing approvals under the 1935 Act, and the results of our financing and refinancing efforts, including availability of funds in the debt capital markets;
- actions by rating agencies;
- effectiveness of our risk management activities;
- inability of various counterparties to meet their obligations to us;
- non-payment for our services due to financial distress of our customers, including Reliant Energy, Inc. (formerly named Reliant Resources, Inc.) (RRI);
- the outcome of the pending lawsuits against us, Reliant Energy, Incorporated and RRI;

- the ability of RRI to satisfy its obligations to us, including indemnity obligations;
- our ability to control costs;
- the investment performance of our employee benefit plans;
- our internal restructuring or other restructuring options that may be pursued;
- our potential business strategies, including acquisitions or dispositions of assets or businesses, which cannot be assured to be completed or to have the anticipated benefits to us; and
- other factors discussed under "Risk Factors" beginning on page 51 in Item 5 of Part II of our Quarterly Report on Form 10-Q for the period ended June 30, 2005 filed on August 8, 2005.

Additional risk factors are described in other documents we file with the Securities and Exchange Commission.

You should not place undue reliance on forward-looking statements. Each forward-looking statement speaks only as of the date of the particular statement.

## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

CENTERPOINT ENERGY, INC. AND SUBSIDIARIES  
CONDENSED STATEMENTS OF CONSOLIDATED INCOME  
(THOUSANDS OF DOLLARS, EXCEPT PER SHARE AMOUNTS)  
(UNAUDITED)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
	(AS RESTATED, SEE NOTE 14)			
REVENUES .....	\$1,593,801	\$1,841,799	\$3,995,089	\$4,436,503
EXPENSES:				
Natural gas .....	904,032	1,102,169	2,539,379	2,883,401
Operation and maintenance .....	297,638	324,776	613,480	637,847
Depreciation and amortization .....	120,074	135,837	236,292	265,610
Taxes other than income taxes .....	86,176	92,705	180,164	187,366
Total .....	1,407,920	1,655,487	3,569,315	3,974,224
OPERATING INCOME .....	185,881	186,312	425,774	462,279
OTHER INCOME (EXPENSE):				
Gain (loss) on Time Warner investment .....	15,581	(18,177)	(8,872)	(59,291)
Gain (loss) on indexed debt securities .....	(17,891)	23,819	9,123	63,348
Interest and other finance charges .....	(188,984)	(179,652)	(371,957)	(352,992)
Interest on transition bonds .....	(9,547)	(9,077)	(19,221)	(18,297)
Return on true-up balance .....	--	35,475	--	69,557
Other, net .....	12,425	6,936	13,932	10,748
Total .....	(188,416)	(140,676)	(376,995)	(286,927)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND EXTRAORDINARY ITEM .....	(2,535)	45,636	48,779	175,352
Income Tax Expense .....	(191)	(17,931)	(22,607)	(80,995)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE EXTRAORDINARY ITEM .....	(2,726)	27,705	26,172	94,357
DISCONTINUED OPERATIONS:				
Income (Loss) from Texas Genco, net of tax .....	75,636	(2,988)	131,922	10,685
Minority Interest in Income from Texas Genco .....	(15,258)	--	(26,855)	--
Loss on Disposal of Texas Genco, net of tax .....	--	(735)	--	(13,972)
Total .....	60,378	(3,723)	105,067	(3,287)
INCOME BEFORE EXTRAORDINARY ITEM .....	57,652	23,982	131,239	91,070
EXTRAORDINARY ITEM, NET OF TAX .....	--	30,441	--	30,441
NET INCOME .....	\$ 57,652	\$ 54,423	\$ 131,239	\$ 121,511
BASIC EARNINGS PER SHARE:				
Income (Loss) from Continuing Operations .....	\$ (0.01)	\$ 0.09	\$ 0.09	\$ 0.30
Discontinued Operations, net of tax .....	0.20	(0.01)	0.34	(0.01)
Extraordinary Item, net of tax .....	--	0.10	--	0.10
Net Income .....	\$ 0.19	\$ 0.18	\$ 0.43	\$ 0.39
DILUTED EARNINGS PER SHARE:				
Income (Loss) from Continuing Operations .....	\$ (0.01)	\$ 0.09	\$ 0.08	\$ 0.28
Discontinued Operations, net of tax .....	0.20	(0.01)	0.34	(0.01)
Extraordinary Item, net of tax .....	--	0.08	--	0.08
Net Income .....	\$ 0.19	\$ 0.16	\$ 0.42	\$ 0.35

See Notes to the Company's Interim Financial Statements

CENTERPOINT ENERGY, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(THOUSANDS OF DOLLARS)  
(UNAUDITED)

ASSETS

	DECEMBER 31, 2004	JUNE 30, 2005
	-----	-----
		(AS RESTATED, SEE NOTE 14)
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents .....	\$ 164,645	\$ 408,162
Investment in Time Warner common stock .....	420,882	361,590
Accounts receivable, net .....	674,355	460,885
Accrued unbilled revenues .....	576,252	271,779
Natural gas inventory .....	175,784	168,672
Materials and supplies .....	77,902	77,674
Non-trading derivative assets .....	50,219	67,638
Taxes receivable .....	--	6,368
Current assets of discontinued operations ....	513,768	--
Prepaid expenses and other current assets ....	116,909	112,226
	-----	-----
<b>Total current assets .....</b>	<b>2,770,716</b>	<b>1,934,994</b>
	-----	-----
<b>PROPERTY, PLANT AND EQUIPMENT:</b>		
Property, plant and equipment .....	10,963,569	11,182,282
Less accumulated depreciation and amortization .....	(2,777,176)	(2,908,991)
	-----	-----
<b>Property, plant and equipment, net .....</b>	<b>8,186,393</b>	<b>8,273,291</b>
	-----	-----
<b>OTHER ASSETS:</b>		
Goodwill, net .....	1,740,510	1,744,252
Other intangibles, net .....	58,068	57,062
Regulatory assets .....	3,349,944	2,928,968
Non-trading derivative assets .....	17,682	56,349
Non-current assets of discontinued operations .....	1,051,158	--
Other .....	921,678	844,972
	-----	-----
<b>Total other assets .....</b>	<b>7,139,040</b>	<b>5,631,603</b>
	-----	-----
<b>TOTAL ASSETS .....</b>	<b>\$18,096,149</b>	<b>\$15,839,888</b>
	=====	=====

See Notes to the Company's Interim Financial Statements

CENTERPOINT ENERGY, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS - (CONTINUED)  
(THOUSANDS OF DOLLARS)  
(UNAUDITED)

LIABILITIES AND SHAREHOLDERS' EQUITY

	DECEMBER 31, 2004	JUNE 30, 2005
	-----	-----
		(AS RESTATED, SEE NOTE 14)
<b>CURRENT LIABILITIES:</b>		
Current portion of transition bond long-term debt .....	\$ 46,806	\$ 49,352
Current portion of other long-term debt .....	1,789,182	1,748,083
Indexed debt securities derivative .....	341,575	278,227
Accounts payable .....	802,215	496,459
Taxes accrued .....	609,025	117,313
Interest accrued .....	151,365	158,282
Non-trading derivative liabilities .....	26,323	13,124
Regulatory liabilities .....	225,158	--
Accumulated deferred income taxes, net .....	260,958	286,357
Current liabilities of discontinued operations .....	448,974	--
Other .....	419,811	440,659
	-----	-----
<b>Total current liabilities .....</b>	<b>5,121,392</b>	<b>3,587,856</b>
	-----	-----
<b>OTHER LIABILITIES:</b>		
Accumulated deferred income taxes, net .....	2,415,143	2,472,727
Unamortized investment tax credits .....	53,690	49,937
Non-trading derivative liabilities .....	6,413	5,873
Benefit obligations .....	440,110	451,562
Regulatory liabilities .....	1,081,370	744,260
Non-current liabilities of discontinued operations .....	420,393	--
Other .....	259,120	295,637
	-----	-----
<b>Total other liabilities .....</b>	<b>4,676,239</b>	<b>4,019,996</b>
	-----	-----
<b>LONG-TERM DEBT:</b>		
Transition bonds .....	628,903	610,462
Other .....	6,564,113	6,440,756
	-----	-----
<b>Total long-term debt .....</b>	<b>7,193,016</b>	<b>7,051,218</b>
	-----	-----
<b>COMMITMENTS AND CONTINGENCIES (NOTES 1 AND 11)</b>		
<b>SHAREHOLDERS' EQUITY:</b>		
Common stock (308,045,215 shares and 309,396,223 shares outstanding at December 31, 2004 and June 30, 2005, respectively) .....	3,080	3,094
Additional paid-in capital .....	2,891,335	2,907,227
Accumulated deficit .....	(1,727,571)	(1,689,435)
Accumulated other comprehensive loss .....	(61,342)	(40,068)
	-----	-----
<b>Total shareholders' equity .....</b>	<b>1,105,502</b>	<b>1,180,818</b>
	-----	-----
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY .....</b>	<b>\$18,096,149</b>	<b>\$15,839,888</b>
	=====	=====

See Notes to the Company's Interim Financial Statements

CENTERPOINT ENERGY, INC. AND SUBSIDIARIES  
CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS  
(THOUSANDS OF DOLLARS)  
(UNAUDITED)

	SIX MONTHS ENDED JUNE 30,	
	2004	2005
	(AS RESTATED, SEE NOTE 14)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income .....	\$ 131,239	\$ 121,511
Discontinued operations, net of tax .....	(105,067)	3,287
Extraordinary item, net of tax .....	--	(30,441)
	26,172	94,357
Income from continuing operations .....		
Adjustments to reconcile income from continuing operations to net cash provided by operating activities:		
Depreciation and amortization .....	236,292	265,610
Amortization of deferred financing costs .....	43,665	39,521
Deferred income taxes .....	56,696	48,074
Investment tax credit .....	(3,753)	(3,753)
Unrealized loss on Time Warner investment .....	8,872	59,291
Unrealized gain on indexed debt securities .....	(9,123)	(63,348)
Changes in other assets and liabilities:		
Accounts receivable and unbilled revenues, net .....	350,204	559,110
Inventory .....	28,651	9,438
Taxes receivable .....	48,304	(6,368)
Accounts payable .....	(152,840)	(305,469)
Fuel cost over (under) recovery/surcharge .....	53,376	(47,220)
Non-trading derivatives, net .....	(9,847)	1,252
Interest and taxes accrued .....	(40,026)	(483,381)
Excess tax deduction related to share-based payment arrangements .....	--	(1,447)
Net regulatory assets and liabilities .....	(157,728)	(132,876)
Other current assets .....	16,210	4,683
Other current liabilities .....	(14,867)	(8,426)
Other assets .....	(8,540)	1,753
Other liabilities .....	(5,463)	18,117
Other, net .....	21,045	6,166
	487,300	55,084
Net cash provided by operating activities of continuing operations ..		
Net cash provided by (used in) operating activities of discontinued operations .....	204,797	(38,119)
	692,097	16,965
Net cash provided by operating activities .....		
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Capital expenditures .....	(246,111)	(310,279)
Proceeds from sale of Texas Genco .....	--	700,000
Decrease in restricted cash of Texas Genco .....	--	383,132
Purchase of minority interest in Texas Genco .....	--	(383,132)
Decrease (increase) in cash of Texas Genco.....	(140,002)	23,170
Other, net .....	(10,566)	(1,106)
	(396,679)	411,785
Net cash provided by (used in) investing activities .....		
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Increase (decrease) in short-term borrowings, net .....	(63,000)	75,000
Long-term revolving credit facilities, net .....	137,500	(119,000)
Proceeds from long-term debt .....	229,050	--
Payments of long-term debt .....	(513,927)	(61,303)
Debt issuance costs .....	(13,504)	(6,231)
Payment of common stock dividends .....	(61,366)	(83,338)
Payment of common stock dividends by subsidiary .....	(7,618)	--
Proceeds from issuance of common stock, net .....	6,879	8,192
Excess tax deduction related to share-based payment arrangements .....	--	1,447
Other, net .....	(2)	--
	(285,988)	(185,233)
Net cash used in financing activities .....		
NET INCREASE IN CASH AND CASH EQUIVALENTS .....	9,430	243,517
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD .....	86,922	164,645
	\$ 96,352	\$ 408,162
CASH AND CASH EQUIVALENTS AT END OF PERIOD .....	=====	=====
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash Payments:		
Interest .....	\$ 365,799	\$ 328,817
Income taxes .....	34,159	457,008

See Notes to the Company's Interim Financial Statements



CENTERPOINT ENERGY, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) BACKGROUND AND BASIS OF PRESENTATION

General. Included in this Quarterly Report on Form 10-Q/A (Form 10-Q/A) of CenterPoint Energy, Inc. are the condensed consolidated interim financial statements and notes (Interim Financial Statements) of CenterPoint Energy, Inc. and its subsidiaries (collectively, CenterPoint Energy, or the Company). The Interim Financial Statements are unaudited, omit certain financial statement disclosures and should be read with the Annual Report on Form 10-K of CenterPoint Energy for the year ended December 31, 2004 filed on March 16, 2005 (CenterPoint Energy Form 10-K), as amended by Amendment No. 1 thereto filed on August 29, 2005, and as amended by Amendment No. 2 thereto filed on January 10, 2006 (CenterPoint Energy Form 10-K/A).

Background. CenterPoint Energy, Inc. is a public utility holding company, created on August 31, 2002 as part of a corporate restructuring of Reliant Energy, Incorporated (Reliant Energy) that implemented certain requirements of the Texas Electric Choice Plan (Texas electric restructuring law).

CenterPoint Energy is a registered public utility holding company under the Public Utility Holding Company Act of 1935, as amended (1935 Act). The 1935 Act and related rules and regulations impose a number of restrictions on the activities of the Company and those of its subsidiaries. The 1935 Act, among other things, limits the ability of the Company and its subsidiaries to issue debt and equity securities without prior authorization, restricts the source of dividend payments to current and retained earnings without prior authorization, regulates sales and acquisitions of certain assets and businesses and governs affiliated service, sales and construction contracts. On July 29, 2005, Congress passed the Energy Policy Act of 2005 (Energy Act), which President Bush is expected to sign in early August. Under that legislation, the 1935 Act is repealed six months after the enactment of the Energy Act. After the effective date of repeal, the Company and its subsidiaries will no longer be subject to restrictions imposed under the 1935 Act. Until the repeal is effective, the Company and its subsidiaries remain subject to the provisions of the 1935 Act and the terms of orders issued by the Securities and Exchange Commission (SEC) under the 1935 Act. The Energy Act transfers to the Federal Energy Regulatory Commission (FERC) certain functions performed by the SEC under the 1935 Act, including the requirement that holding companies and their subsidiaries maintain certain books and records and make them available for review by FERC and, through FERC, to state regulatory authorities. The Energy Act requires FERC to issue regulations to implement its jurisdiction under the Energy Act. It is presently unknown what, if any, specific obligations under those rules may be imposed on the Company and its subsidiaries as result of that rulemaking.

The Company's operating subsidiaries own and operate electric transmission and distribution facilities, natural gas distribution facilities, interstate pipelines and natural gas gathering, processing and treating facilities. As of June 30, 2005, the Company's indirect wholly owned subsidiaries included:

- CenterPoint Energy Houston Electric, LLC (CenterPoint Houston), which engages in the electric transmission and distribution business in a 5,000-square mile area of the Texas Gulf Coast that includes Houston; and
- CenterPoint Energy Resources Corp. (CERC Corp., and, together with its subsidiaries, CERC), which owns gas distribution systems. The operations of its local distribution companies are conducted through three unincorporated divisions: Houston Gas, Minnesota Gas and Southern Gas Operations. Through wholly owned subsidiaries, CERC owns two interstate natural gas pipelines and gas gathering systems, provides various ancillary services, and offers variable and fixed price physical natural gas supplies to commercial and industrial customers and natural gas distributors.

On April 13, 2005, the Company sold Texas Genco Holdings, Inc. (Texas Genco), whose primary remaining asset was its ownership interest in a nuclear generating facility, to Texas Genco LLC in exchange for a cash payment to the Company of \$700 million. See Note 2 for further discussion.

Basis of Presentation. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and

liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The Company's Interim Financial Statements reflect all normal recurring adjustments that are, in the opinion of management, necessary to present fairly the financial position and results of operations for the respective periods. Amounts reported in the Company's Condensed Statements of Consolidated Income are not necessarily indicative of amounts expected for a full-year period due to the effects of, among other things, (a) seasonal fluctuations in demand for energy and energy services, (b) changes in energy commodity prices, (c) timing of maintenance and other expenditures and (d) acquisitions and dispositions of businesses, assets and other interests. In addition, certain amounts from the prior year have been reclassified to conform to the Company's presentation of financial statements in the current year. These reclassifications do not affect net income. The Company has also modified the presentation of its Condensed Statements of Consolidated Cash Flows to reflect cash flows of discontinued operations within the respective categories of operating, investing and financing activities to conform to the presentation in its annual financial statements. This reclassification did not affect the Company's total net change in cash and cash equivalents.

Note 2(d) (Long-Lived Assets and Intangibles), Note 2(e) (Regulatory Assets and Liabilities), Note 4 (Regulatory Matters), Note 5 (Derivative Instruments), Note 6 (Indexed Debt Securities (ZENS) and Time Warner Securities) and Note 11 (Commitments and Contingencies) to the consolidated annual financial statements in the CenterPoint Energy Form 10-K/A (CenterPoint Energy 10-K/A Notes) relate to certain contingencies. These notes, as updated herein, should be read with this Form 10-Q/A.

For information regarding certain legal and regulatory proceedings and environmental matters, see Note 11 to the Interim Financial Statements.

## (2) DISCONTINUED OPERATIONS

In July 2004, the Company announced its agreement to sell its majority-owned generating subsidiary, Texas Genco, to Texas Genco LLC. On December 15, 2004, Texas Genco completed the sale of its fossil generation assets (coal, lignite and gas-fired plants) to Texas Genco LLC for \$2.813 billion in cash. Following the sale, Texas Genco distributed \$2.231 billion in cash to the Company. Following that sale, Texas Genco's principal remaining asset was its ownership interest in a nuclear generating facility. The final step of the transaction, the merger of Texas Genco with a subsidiary of Texas Genco LLC in exchange for an additional cash payment to the Company of \$700 million, was completed on April 13, 2005.

The Company recorded after-tax income of \$60 million and \$105 million for the three and six months ended June 30, 2004, respectively, related to the operations of Texas Genco. The Company recorded an after-tax loss of \$3 million for each of the three and six month periods ended June 30, 2005. General corporate overhead, previously allocated to Texas Genco from the Company, was \$5 million and \$10 million for the three and six months ended June 30, 2004, respectively, and was less than \$1 million for each of the three and six month periods ended June 30, 2005. These amounts will not be eliminated by the sale of Texas Genco and were excluded from income from discontinued operations and reflected as general corporate overhead of the Company in income from continuing operations in accordance with Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (SFAS No. 144). The Interim Financial Statements present these operations as discontinued operations in accordance with SFAS No. 144. Interest expense of \$12 million and \$24 million for the three and six months ended June 30, 2004, respectively, was reclassified to discontinued operations of Texas Genco related to the applicable amounts of CenterPoint Energy's term loan and revolving credit facility debt that would have been assumed to be paid off with any proceeds from the sale of Texas Genco during those respective periods in accordance with SFAS No. 144.

Revenues related to Texas Genco included in discontinued operations for the three and six months ended June 30, 2004 were \$553 million and \$992 million, respectively. Revenues for the three and six months ended June 30, 2005 were \$5 million and \$62 million, respectively. Income from these discontinued operations for the three and six months ended June 30, 2004 is reported net of income tax expense of \$41 million and \$71 million, respectively. Income from these discontinued operations for the three and six months ended June 30, 2005 is reported net of income tax expense (benefit) of \$(2) million and \$4 million, respectively.

## (3) STOCK-BASED INCENTIVE COMPENSATION PLANS AND EMPLOYEE BENEFIT PLANS

### (a) Stock-Based Incentive Compensation Plans.

The Company has long-term incentive compensation plans (LICPs) that provide for the issuance of stock-based incentives, including performance-based shares, performance-based units, restricted shares and stock options to



directors, officers and key employees. A maximum of approximately 37 million shares of CenterPoint Energy common stock are authorized to be issued under these plans.

Performance-based shares, performance-based units and restricted shares are granted to employees without cost to the participants. The performance shares and units vest three years after the grant date based upon the performance of the Company over a three-year cycle. The restricted shares vest at various times ranging from one-year to the end of a three-year period. Upon vesting, the shares are issued to the plan participants.

Option awards are generally granted with an exercise price equal to the average of the high and low sales price of the Company's stock at the date of grant. These options awards generally become exercisable in one-third increments on each of the first through third anniversaries of the grant date and have 10-year contractual terms. No options were granted during the three and six months ended June 30, 2005.

Effective January 1, 2005, the Company adopted SFAS No. 123 (Revised 2004), "Share-Based Payment" (SFAS 123(R)) using the modified prospective transition method. Under this method, the Company records compensation expense at fair value for all awards it grants after the date it adopts the standard. In addition, the Company is required to record compensation expense at fair value (as previous awards continue to vest) for the unvested portion of previously granted stock option awards that were outstanding as of the date of adoption. Pre-adoption awards of time-based restricted stock and performance-based restricted stock will continue to be expensed using the guidance contained in SFAS No. 123. The adoption of SFAS 123(R) did not have a material impact on the Company's results of operations, financial condition or cash flows.

The Company recorded LICP compensation expense of \$2 million and \$4 million for the three and six months ended June 30, 2004, respectively. LICP compensation expense for the three and six months ended June 30, 2005 was \$2 million and \$6 million, respectively.

The total income tax benefit recognized related to such arrangements was \$1 million and \$2 million for the three and six months ended June 30, 2004, respectively. Income tax benefit for the three and six months ended June 30, 2005 was \$1 million and \$2 million, respectively. No compensation cost was capitalized as a part of inventory and fixed assets in either of the three or six month periods ended June 30, 2004 and 2005.

Pro forma information for the three and six months ended June 30, 2004 is provided to take into account the amortization of stock-based compensation to expense on a straight-line basis over the vesting period. Had compensation costs been determined as prescribed by SFAS No. 123 the Company's net income and earnings per share would have been as follows (in millions, except per share amounts):

	THREE MONTHS ENDED JUNE 30, 2004 -----	SIX MONTHS ENDED JUNE 30, 2004 -----
Net Income:		
As reported .....	\$ 58	\$ 131
Add: stock-based compensation as recorded .....	1	2
Less: total stock-based employee compensation determined under the fair value based method .....	(1)	(4)
Pro forma .....	\$ 58 =====	\$ 129 =====
Basic Earnings Per Share:		
As reported .....	\$0.19	\$0.43
Pro forma .....	0.19	0.42
Diluted Earnings Per Share:		
As reported .....	0.19	0.42
Pro forma .....	0.19	0.42

The following tables summarize the methods used to measure compensation cost for the various types of awards granted under the LICPs:

FOR AWARDS GRANTED BEFORE JANUARY 1, 2005

AWARD TYPE	METHOD USED TO DETERMINE COMPENSATION COST
Performance shares	Initially measured using fair value and expected achievement levels on the date of grant. Compensation cost is then periodically adjusted to reflect changes in market prices and achievement through the settlement date.
Performance units	Initially measured using the award's target unit value of \$100 that reflects expected achievement levels on the date of grant. Compensation cost is then periodically adjusted to reflect changes in achievement through the settlement date.
Time-based restricted stock	Measured using fair value on the grant date.
Stock options	Estimated using the Black-Scholes option valuation method.

FOR AWARDS GRANTED AS OF AND AFTER JANUARY 1, 2005

AWARD TYPE	METHOD USED TO DETERMINE COMPENSATION COST
Performance shares	Measured using fair value and expected achievement levels on the grant date.
Time-based restricted stock	Measured using fair value on the grant date.

For awards granted before January 1, 2005, forfeitures of awards were measured upon their occurrence. For awards granted as of and after January 1, 2005, forfeitures are estimated on the date of grant and are adjusted as required through the remaining vesting period.

The following tables summarize the Company's LICP activity for the three and six months ended June 30, 2005:

STOCK OPTIONS

	OUTSTANDING OPTIONS	
	THREE MONTHS ENDED JUNE 30, 2005	
	SHARES (THOUSANDS)	WEIGHTED- AVERAGE EXERCISE PRICE
Outstanding at March 31, 2005.....	15,693	\$15.62
Canceled.....	(509)	16.28
Exercised.....	(296)	6.33
	-----	-----
Outstanding at June 30, 2005.....	14,888	15.78
	=====	

	NON-VESTED OPTIONS	
	THREE MONTHS ENDED JUNE 30, 2005	
	SHARES (THOUSANDS)	WEIGHTED- AVERAGE GRANT DATE FAIR VALUE
Outstanding at March 31, 2005.....	4,032	\$1.76
Vested.....	--	--
Canceled.....	--	--
	-----	-----

Outstanding at June 30, 2005.....

4,032  
=====

1.76

OUTSTANDING OPTIONS  
SIX MONTHS ENDED JUNE 30, 2005

	SHARES (THOUSANDS)	WEIGHTED- AVERAGE EXERCISE PRICE	REMAINING AVERAGE CONTRACTUAL LIFE (YEARS)	AGGREGATE INTRINSIC VALUE (MILLIONS)
Outstanding at December 31, 2004 ..	16,159	\$15.42		
Canceled .....	(663)	15.74		
Exercised .....	(608)	6.35		
Outstanding at June 30, 2005 .....	14,888	15.78	4.6	\$30
Exercisable at June 30, 2005 .....	12,931	16.78	4.0	22

NON-VESTED OPTIONS  
SIX MONTHS ENDED JUNE 30, 2005

	SHARES (THOUSANDS)	WEIGHTED- AVERAGE GRANT DATE FAIR VALUE
Outstanding at December 31, 2004 ..	6,854	\$1.61
Vested .....	(2,770)	1.40
Canceled .....	(52)	1.90
Outstanding at June 30, 2005 .....	4,032	1.76

PERFORMANCE SHARES

OUTSTANDING AND NON-VESTED SHARES  
THREE MONTHS ENDED JUNE 30, 2005

	SHARES (THOUSANDS)	WEIGHTED- AVERAGE GRANT DATE FAIR VALUE
Outstanding at March 31, 2005 .....	1,594	\$9.25
Granted .....	--	--
Canceled .....	(5)	5.64
Vested and released to participants ...	(2)	5.64
Outstanding at June 30, 2005 .....	1,587	9.27

OUTSTANDING SHARES  
SIX MONTHS ENDED JUNE 30, 2005

	SHARES (THOUSANDS)	REMAINING AVERAGE CONTRACTUAL LIFE (YEARS)	AGGREGATE INTRINSIC VALUE (MILLIONS)
Outstanding at December 31, 2004 .....	1,169		
Granted .....	945		
Canceled .....	(154)		
Vested and released to participants ...	(373)		
Outstanding at June 30, 2005 .....	1,587	1.6	\$16

## SIX MONTHS ENDED JUNE 30, 2005

	SHARES (THOUSANDS)	WEIGHTED- AVERAGE GRANT DATE FAIR VALUE
	-----	-----
Outstanding at December 31, 2004 .....	756	\$ 5.70
Granted .....	945	12.13
Canceled .....	(94)	10.19
Vested and released to participants ....	(20)	5.64
	-----	
Outstanding at June 30, 2005 .....	1,587	9.27
	=====	

The non-vested and outstanding shares displayed in the above tables assume that shares are issued at the maximum performance level (150%). In addition, the aggregate intrinsic value reflects the impacts of current expectations of achievement and stock price.

PERFORMANCE-BASED UNITS

OUTSTANDING AND NON-VESTED UNITS  
THREE MONTHS ENDED JUNE 30, 2005

	UNITS (THOUSANDS)	WEIGHTED- AVERAGE GRANT DATE FAIR VALUE
Outstanding at March 31, 2005 .....	35	\$100.00
Canceled .....	--	--
Vested and released to participants ...	--	--
	---	---
Outstanding at June 30, 2005 .....	35	100.00
	===	

OUTSTANDING AND NON-VESTED UNITS  
SIX MONTHS ENDED JUNE 30, 2005

	UNITS (THOUSANDS)	WEIGHTED- AVERAGE GRANT DATE FAIR VALUE	REMAINING AVERAGE CONTRACTUAL LIFE (YEARS)	AGGREGATE INTRINSIC VALUE (MILLIONS)
Outstanding at December 31, 2004 .....	37	\$100.00		
Canceled .....	(1)	100.00		
Vested and released to participants ...	(1)	100.00		
	---	---	---	---
Outstanding at June 30, 2005 .....	35	100.00	1.5	\$3
	===			

The aggregate intrinsic value reflects the value of the performance units given current expectations of performance through the end of the cycle.

TIME-BASED RESTRICTED STOCK

OUTSTANDING AND NON-VESTED SHARES  
THREE MONTHS ENDED JUNE 30, 2005

	SHARES (THOUSANDS)	WEIGHTED- AVERAGE GRANT DATE FAIR VALUE
Outstanding at March 31, 2005 .....	986	\$8.71
Granted .....	--	--
Canceled .....	(3)	7.01
Vested and released to participants ...	(9)	7.60
	---	---
Outstanding at June 30, 2005 .....	974	8.72
	===	

OUTSTANDING AND NON-VESTED SHARES  
SIX MONTHS ENDED JUNE 30, 2005

	SHARES (THOUSANDS)	WEIGHTED- AVERAGE GRANT DATE FAIR VALUE	REMAINING AVERAGE CONTRACTUAL LIFE (YEARS)	AGGREGATE INTRINSIC VALUE (MILLIONS)
Outstanding at December 31, 2004 .....	769	\$ 7.49		
Granted .....	277	12.13		
Canceled .....	(43)	9.75		
Vested and released to participants ...	(29)	6.92		

Outstanding at June 30, 2005 .....	---			
	974	8.72	1.4	\$13
	===			

The weighted-average grant-date fair values of awards granted were as follows for the three and six months ended June 30, 2004 and 2005:

	THREE MONTHS ENDED JUNE 30,	
	2004	2005
Options.....	\$ --	\$--
Performance units.....	100.00	--
Performance shares.....	--	--
Time-based restricted stock...	11.29	--

	SIX MONTHS ENDED JUNE 30,	
	2004	2005
Options.....	\$ 1.86	\$ --
Performance units.....	100.00	--
Performance shares.....	--	12.13
Time-based restricted stock...	10.91	12.13

The total intrinsic value of awards received by participants were as follows for the three and six months ended June 30, 2004 and 2005:

	THREE MONTHS ENDED JUNE 30,	
	2004	2005
(IN MILLIONS)		
Options exercised.....	\$1	\$2

	SIX MONTHS ENDED JUNE 30,	
	2004	2005
(IN MILLIONS)		
Options exercised.....	\$2	\$4
Performance shares.....	7	5

As of June 30, 2005, there was \$17 million of total unrecognized compensation cost related to non-vested LICP arrangements. That cost is expected to be recognized over a weighted-average period of 2 years.

Cash received from LICPs was less than \$1 million and \$2 million for the three and six months ended June 30, 2004, respectively. Cash received from LICPs was \$2 million and \$4 million for the three and six months ended June 30, 2005, respectively.

The actual tax benefit realized for tax deductions related to LICPs totaled \$1 million and \$4 million for the three and six months ended June 30, 2004, respectively. Tax benefits realized for the three and six months ended June 30, 2005 was \$1 million and \$4 million, respectively.

The Company has a policy of issuing new shares in order to satisfy share-based payments related to LICPs.

For further information, please read Note 9 to the CenterPoint Energy 10-K/A Notes.

(b) Employee Benefit Plans.

The Company's net periodic cost includes the following components relating to pension and postretirement benefits:

	THREE MONTHS ENDED JUNE 30,			
	2004		2005	
	PENSION BENEFITS	POSTRETIREMENT BENEFITS	PENSION BENEFITS	POSTRETIREMENT BENEFITS
	(IN MILLIONS)			
Service cost.....	\$ 10	\$ 1	\$ 8	\$ --
Interest cost.....	25	8	25	7
Expected return on plan assets....	(26)	(3)	(35)	(3)
Net amortization.....	10	3	9	3
Other.....	3	--	--	--
Net periodic cost.....	\$ 22	\$ 9	\$ 7	\$ 7
	====	===	====	===

	SIX MONTHS ENDED JUNE 30,			
	2004		2005	
	PENSION BENEFITS	POSTRETIREMENT BENEFITS	PENSION BENEFITS	POSTRETIREMENT BENEFITS
	(IN MILLIONS)			
Service cost.....	\$ 20	\$ 2	\$ 17	\$ 1
Interest cost.....	51	16	48	14
Expected return on plan assets....	(52)	(6)	(69)	(6)
Net amortization.....	19	6	19	5
Other.....	3	2	--	--
Net periodic cost.....	\$ 41	\$20	\$ 15	\$14
	====	===	====	===

Included in the net periodic cost for the three and six months ended June 30, 2004 is \$4 million and \$8 million, respectively, of expense related to Texas Genco's participants, which is reflected in discontinued operations in the Statements of Consolidated Income.

Contributions to the pension plan are not required in 2005; however, the Company expects to make a contribution. The Company previously disclosed in its consolidated financial statements for the year ended December 31, 2004, that it expected to contribute \$29 million to its postretirement benefits plan in 2005. As of June 30, 2005, \$11 million of contributions have been made.

In addition to the Company's non-contributory pension plan, the Company maintains a non-qualified benefit restoration plan. The net periodic cost associated with this plan for the three months ended June 30, 2004 and 2005 was \$1 million and \$2 million, respectively, and \$3 million for each of the six months ended June 30, 2004 and 2005.

(4) NEW ACCOUNTING PRONOUNCEMENTS

In May 2005, the Financial Accounting Standards Board (FASB) issued SFAS No. 154, "Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and FASB Statement No. 3" (SFAS No. 154). SFAS No. 154 provides guidance on the accounting for and reporting of accounting changes and error corrections. It establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to the newly adopted accounting principle. The correction of an error in previously issued financial statements is not an accounting change and must be reported as a prior-period adjustment by restating previously issued financial statements. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005.

In March 2005, the FASB issued FASB Interpretation No. (FIN) 47, "Accounting for Conditional Asset Retirement Obligations" (FIN 47). FIN 47 clarifies that an entity must record a liability for a "conditional" asset retirement obligation if the fair value of the obligation can be reasonably estimated. FIN 47 is effective no later than the end of fiscal years ending after December 15, 2005. The Company does not expect the adoption of this standard to have a material effect on its financial position, results of operations or cash flows.



(5) REGULATORY MATTERS

(a) Recovery of True-Up Balance.

The Texas electric restructuring law provides for the Public Utility Commission of Texas (Texas Utility Commission) to conduct a "true-up" proceeding to determine CenterPoint Houston's stranded costs and certain other costs resulting from the transition to a competitive retail electric market and to provide for its recovery of those costs. In March 2004, CenterPoint Houston filed its stranded cost true-up application with the Texas Utility Commission. CenterPoint Houston had requested recovery of \$3.7 billion, excluding interest. In December 2004, the Texas Utility Commission issued its final order (True-Up Order) allowing CenterPoint Houston to recover a true-up balance of approximately \$2.3 billion, which included interest through August 31, 2004, and providing for adjustment of the amount to be recovered to include interest on the balance until recovery, the principal portion of additional excess mitigation credits returned to customers after August 31, 2004 and certain other matters. Both CenterPoint Houston and other parties filed appeals of the True-Up Order, and those appeals remain pending before a state district court in Travis County, Texas. The court held a hearing on the appeal in early August 2005, with a decision currently expected in the near future.

There are two ways for CenterPoint Houston to recover the true-up balance: by issuing transition bonds to securitize the amounts due and/or by implementing a competition transition charge (CTC). In March 2005, the Texas Utility Commission issued a financing order that authorized the issuance of transition bonds. Although several parties originally appealed the financing order, only two have maintained appeals. CenterPoint Houston will not be able to issue transition bonds while an appeal is pending. Prior to the appeal, it had been expected that approximately \$1.8 billion in transition bonds could be issued by mid-2005 under the terms of the financing order. On August 4, 2005, the District Court affirmed the financing order. Texas law provides for any further appeals to be filed directly with the Texas Supreme Court within 15 days.

On July 14, 2005, CenterPoint Houston received an order from the Texas Utility Commission allowing it to implement a CTC to collect approximately \$570 million over 14 years plus interest at an annual rate of 11.075%. Based on the accrual of interest provided for in the CTC order, CenterPoint Houston expects that this amount will increase to approximately \$600 million by the end of the third quarter which is when the CTC is expected to be implemented. The CTC order also allows CenterPoint Houston to collect approximately \$24 million of rate case expenses over three years. The CTC order authorizes CenterPoint Houston to impose a charge on retail electric providers to recover the portion of the true-up balance not covered by the financing order. CenterPoint Houston cannot implement the CTC until the Texas Utility Commission takes final action on the motions for rehearing.

Under the True-Up Order, CenterPoint Houston is allowed a return until the true-up balance is recovered. The rate of return is based on CenterPoint Houston's cost of capital, established in the Texas Utility Commission's final order issued in October 2001, which is derived from CenterPoint Houston's cost to finance assets (debt return) and an allowance for earnings on shareholders' investment (equity return). Consequently, in accordance with SFAS No. 92, "Regulated Enterprises -- Accounting for Phase-in Plans," the rate of return has been bifurcated into a debt return component and an equity return component. CenterPoint Houston was allowed a return on the true-up balance of \$65 million and \$127 million for the three months and six months ended June 30, 2005, respectively. The debt return of \$35 million and \$69 million for the three months and six months ended June 30, 2005, respectively, was accrued and included in other income in the Company's Statements of Consolidated Income. The debt return will continue to be recognized as earned going forward. The equity return of \$30 million and \$58 million for the three months and six months ended June 30, 2005, respectively, will be recognized in income as it is collected through rates in the future. As of June 30, 2005, the Company has recorded a regulatory asset of \$296 million related to the debt return on its true-up balance and has not recorded an allowed equity return of \$205 million on its true-up balance because such return will be recognized as it is collected through rates in the future.

Net income for both the three months and six months ended June 30, 2005 included an after-tax extraordinary gain of \$30 million (\$0.08 per diluted share) reflecting an adjustment to the extraordinary loss recorded in the last half of 2004 to write down generation-related regulatory assets as a result of the final orders issued by the Texas Utility Commission.

As a result of a settlement reached in a separate proceeding involving Reliant Energy, Inc.'s (RRI) Price-to-Beat, excess mitigation credits were terminated as of April 29, 2005. As a result of this settlement, the Company

has applied the remaining unrefunded excess mitigation credits of approximately \$522 million to reduce the regulatory asset related to stranded costs as of June 30, 2005.

(b) Final Fuel Reconciliation.

The results of the Texas Utility Commission's final decision related to CenterPoint Houston's final fuel reconciliation are a component of the True-Up Order. CenterPoint Houston has appealed certain portions of the True-Up Order involving a disallowance of approximately \$67 million relating to the final fuel reconciliation plus interest of \$10 million. A hearing on this issue was held before a district court in Travis County on April 22, 2005 and a judgment was entered from the district court on May 13, 2005 affirming the Texas Utility Commission's decision. CenterPoint Houston filed an appeal to the Court of Appeals on June 9, 2005.

(c) Rate Cases.

In November 2004, Southern Gas Operations filed an application for a general rate increase with the Arkansas Public Service Commission (APSC). Southern Gas Operations' adjusted request, if approved, would increase base rates by approximately \$28 million annually. The APSC staff has made a recommendation to the APSC for a rate decrease of \$13 million. Hearings in the rate case are scheduled to begin in early August 2005 with billings under new rates expected to begin in the fourth quarter.

In April 2005, the Railroad Commission of Texas (Railroad Commission) approved a settlement that increased Southern Gas Operations' base rate and service revenues by a combined \$2 million in the unincorporated environs of its Beaumont/East Texas and South Texas Divisions. In June 2005, Southern Gas Operations filed a request to implement these rates within substantially all of the incorporated cities located in its Beaumont/East Texas and South Texas Divisions. If these rates are approved as requested, Southern Gas Operations' base rate and service revenues are expected to increase by an additional \$16 million annually.

In June 2005, the Minnesota Public Utilities Commission (MPUC) approved a settlement which increases Minnesota Gas' base rates by approximately \$9 million annually. An interim rate increase of \$17 million had been implemented in October 2004. A liability has been recorded for the excess of amounts collected in interim rates over those approved in the final settlement, which excess will be refunded to customers in the third quarter.

(d) City of Tyler, Texas Dispute.

In July 2002, the City of Tyler, Texas, asserted that Southern Gas Operations had overcharged residential and small commercial customers in that city for gas costs under supply agreements in effect since 1992. That dispute was referred to the Railroad Commission by agreement of the parties for a determination of whether Southern Gas Operations has properly charged and collected for gas service to its residential and commercial customers in its Tyler distribution system in accordance with lawful filed tariffs during the period beginning November 1, 1992, and ending October 31, 2002. In December 2004, the Railroad Commission conducted a hearing on the matter. On May 25, 2005, the Railroad Commission issued a final order finding that the Company had complied with its tariffs, acted prudently in entering into its gas supply contracts, and prudently managed those contracts. An appeal from this order could be taken by the City of Tyler to the Court of Appeals and ultimately to the Texas Supreme Court, but no appeal has been filed to date.

(e) City of Houston Franchise.

On June 27, 2005, CenterPoint Houston accepted an ordinance granting CenterPoint Houston a new 30-year franchise to use the public rights-of-way to conduct its business in the City of Houston (New Franchise Ordinance). The New Franchise Ordinance took effect on July 1, 2005, and replaced the prior electricity franchise ordinance, which had been in effect since 1957. The New Franchise Ordinance clarifies certain operational obligations of CenterPoint Houston and the City of Houston and provides for streamlined payment and audit procedures and a two-year statute of limitations on claims for underpayment or overpayment under the ordinance. Under the prior electricity franchise ordinance, CenterPoint Houston paid annual franchise fees of \$76.6 million to the City of Houston for the year ended December 31, 2004. For the twelve-month period beginning July 1, 2005, the annual franchise fee (Annual Franchise Fee) under the New Franchise Ordinance will include a base amount of \$88.1 million (Base Amount) and an additional payment of \$8.5 million (Additional Amount). The Base Amount and the Additional Amount will be adjusted annually based on the annual increase or decrease in kWh delivered by CenterPoint Houston within the City of Houston.

The New Franchise Ordinance requires the City of Houston to modify CenterPoint Houston's tariff to allow CenterPoint Houston to recover the Additional Amount from retail electric providers serving end-use retail electric customers within the City of Houston boundaries. CenterPoint Houston filed a request with the City of Houston to implement a tariff rider to collect the Additional Amount, but subsequently asked the City of Houston to abate further consideration of that application pending a review by counsel for the City of Houston and CenterPoint Houston regarding the implementation of the New Franchise Ordinance.

CenterPoint Houston began paying the new annual franchise fees on July 1, 2005. Pursuant to the New Franchise Ordinance, CenterPoint Houston retains the right to recover from the City of Houston any portion of the Additional Amount paid (or to refuse to pay any portion not yet paid) for which CenterPoint Houston is denied recovery by any regulatory authority. Additionally, the New Franchise Ordinance provides that the Annual Franchise Fee will be reduced prospectively to reflect any portion of the Annual Franchise Fee that is not included in CenterPoint Houston's base rates in any subsequent rate case.

(f) Settlement of FERC Audit.

On June 27, 2005, CenterPoint Energy Gas Transmission Company (CEGT), a subsidiary of CERC Corp., received an Order from FERC accepting the terms of a settlement agreed upon by CEGT with the Staff of the FERC's Office of Market Oversight and Investigations (OMOI). The settlement brought to a conclusion an investigation of CEGT initiated by OMOI in August 2003. Among other things, the investigation involved a comprehensive review of CEGT's relationship with its marketing affiliates and compliance with various FERC record-keeping and reporting requirements covering the period from January 1, 2001 through September 22, 2004.

OMOI Staff took the position that some of CEGT's actions resulted in a limited number of violations of FERC's affiliate regulations or were in violation of certain record-keeping and administrative requirements. OMOI did not find any systematic violations of its rules governing communications or other relationships among affiliates.

The settlement included two remedies: a payment of a \$270,000 civil penalty and the execution of a compliance plan, applicable to both CEGT and its sister pipeline, CenterPoint Energy-Mississippi River Transmission Corporation (MRT). The compliance plan consists of a detailed set of Implementation Procedures that will facilitate compliance with FERC's Order No. 2004, the Standards of Conduct, which regulate behavior between regulated entities and their affiliates. The Company does not believe the compliance plan will have any material effect on CEGT's or MRT's ability to conduct their business.

(6) DERIVATIVE FINANCIAL INSTRUMENTS

The Company is exposed to various market risks. These risks arise from transactions entered into in the normal course of business. The Company utilizes derivative financial instruments such as physical forward contracts, swaps and options to mitigate the impact of changes in cash flows of its natural gas businesses on its operating results and cash flows.

Cash Flow Hedges. During the six months ended June 30, 2004 and 2005, hedge ineffectiveness was less than \$1 million from derivatives that qualify for and are designated as cash flow hedges. No component of the derivative instruments' gain or loss was excluded from the assessment of effectiveness. If it becomes probable that an anticipated transaction will not occur, the Company realizes in net income the deferred gains and losses recognized in accumulated other comprehensive loss. Once the anticipated transaction occurs, the accumulated deferred gain or loss recognized in accumulated other comprehensive loss is reclassified and included in the Company's Statements of Consolidated Operations under the caption "Natural Gas." Cash flows resulting from these transactions in non-trading energy derivatives are included in the Statements of Consolidated Cash Flows in the same category as the item being hedged. As of June 30, 2005, the Company expects \$12 million in accumulated other comprehensive income to be reclassified into net income during the next twelve months.

Other Derivative Financial Instruments. The Company also has natural gas contracts that are derivatives which are not hedged. Load following services that the Company offers its natural gas customers create an inherent tendency for the Company to be either long or short natural gas supplies relative to customer purchase commitments. The Company measures and values all of its volumetric imbalances on a real-time basis to minimize its exposure to commodity price and volume risk. The aggregate Value at Risk (VaR) associated with these operations is calculated daily and averaged \$0.3 million with a high of \$1 million during the first six months of 2005. The Company does not engage in proprietary or speculative commodity trading. Unhedged positions are

accounted for by adjusting the carrying amount of the contracts to market and recognizing any gain or loss in operating income, net. During the six months ended June 30, 2004 and 2005, the Company recognized net gains (losses) related to unhedged positions amounting to \$(2) million and \$6 million, respectively. As of December 31, 2004, the Company had recorded short-term risk management assets and liabilities of \$4 million and \$5 million, respectively, included in other current assets and other current liabilities, respectively. As of June 30, 2005, the Company had recorded short-term risk management assets and liabilities of \$3 million and \$3 million, respectively, included in other current assets and other current liabilities, respectively.

Interest Rate Swaps. During 2002, the Company settled forward-starting interest rate swaps having an aggregate notional amount of \$1.5 billion at a cost of \$156 million, which was recorded in other comprehensive loss and is being amortized into interest expense over the life of the designated fixed-rate debt. Amortization of amounts deferred in accumulated other comprehensive loss for the six months ended June 30, 2004 and 2005, was \$13 million and \$15 million, respectively.

Embedded Derivative. The Company's \$575 million of convertible senior notes, issued May 19, 2003 and \$255 million of convertible senior notes, issued December 17, 2003, contain contingent interest provisions. The contingent interest component is an embedded derivative as defined by SFAS No. 133, and accordingly, must be split from the host instrument and recorded at fair value on the balance sheet. The value of the contingent interest components was not material at issuance or at June 30, 2005.

(7) GOODWILL AND INTANGIBLES

Goodwill by reportable business segment is as follows (in millions):

	DECEMBER 31, 2004	JUNE 30, 2005
	-----	-----
Natural Gas Distribution...	\$1,085	\$1,085
Pipelines and Gathering...	601	604
Other Operations.....	55	55
	-----	-----
Total.....	\$1,741	\$1,744
	=====	=====

The Company reviews the carrying value of goodwill annually and at such times when events or changes in circumstances indicate that it may not be recoverable. The Company completed its annual evaluation of goodwill for impairment as of January 1, 2005 and no impairment was indicated.

The components of the Company's other intangible assets consist of the following:

	DECEMBER 31, 2004		JUNE 30, 2005	
	CARRYING AMOUNT	ACCUMULATED AMORTIZATION	CARRYING AMOUNT	ACCUMULATED AMORTIZATION
	-----	-----	-----	-----
	(IN MILLIONS)			
Land use rights ....	\$55	\$(12)	\$55	\$(13)
Other .....	21	(6)	21	(6)
	---	---	---	---
Total .....	\$76	\$(18)	\$76	\$(19)
	===	===	===	===

The Company recognizes specifically identifiable intangibles, including land use rights and permits, when specific rights and contracts are acquired. The Company has no intangible assets with indefinite lives recorded as of June 30, 2005. The Company amortizes other acquired intangibles on a straight-line basis over the lesser of their contractual or estimated useful lives that range from 40 to 75 years for land use rights and 4 to 25 years for other intangibles.

Amortization expense for other intangibles for both the three months ended June 30, 2004 and 2005 was \$0.6 million and for both the six months ended June 30, 2004 and 2005 was \$1.2 million. Estimated amortization expense for the remainder of 2005 and the five succeeding fiscal years is as follows (in millions):

2005.....	\$ 1
2006.....	3
2007.....	3
2008.....	3
2009.....	3
2010.....	2
	---
Total.....	\$15
	===

(8) COMPREHENSIVE INCOME

The following table summarizes the components of total comprehensive income (net of tax):

	FOR THE THREE MONTHS ENDED JUNE 30,		FOR THE SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
	----	----	----	----
	(IN MILLIONS)			
Net income .....	\$57	\$54	\$131	\$121
	---	---	---	---
Other comprehensive income:				
Net deferred gain from cash flow hedges .....	8	1	16	10
Reclassification of deferred loss (gain) from cash flow hedges realized in net income .....	(1)	2	1	8
Other comprehensive income from discontinued operations .....	--	4	--	4
	---	---	---	---
Other comprehensive income .....	7	7	17	22
	---	---	---	---
Comprehensive income .....	\$64	\$61	\$148	\$143
	===	===	====	====

The following table summarizes the components of accumulated other comprehensive loss:

	DECEMBER 31, 2004	JUNE 30, 2005
	-----	-----
	(IN MILLIONS)	
Minimum pension liability adjustment.....	\$ (6)	\$ (6)
Net deferred loss from cash flow hedges.....	(52)	(34)
Other comprehensive loss from discontinued operations...	(3)	--
	---	---
Total accumulated other comprehensive loss .....	\$(61)	\$(40)
	====	====

(9) CAPITAL STOCK

CenterPoint Energy has 1,020,000,000 authorized shares of capital stock, comprised of 1,000,000,000 shares of \$0.01 par value common stock and 20,000,000 shares of \$0.01 par value preferred stock. At December 31, 2004, 308,045,381 shares of CenterPoint Energy common stock were issued and 308,045,215 shares of CenterPoint Energy common stock were outstanding. At June 30, 2005, 309,396,389 shares of CenterPoint Energy common stock were issued and 309,396,223 shares of CenterPoint Energy common stock were outstanding. Outstanding common shares exclude 166 treasury shares at both December 31, 2004 and June 30, 2005.

CenterPoint Energy declared a dividend of \$0.10 per share in each of the first and second quarters of 2004. On January 26, 2005, the Company's board of directors declared a dividend of \$0.10 per share of common stock payable on March 10, 2005 to shareholders of record as of the close of business on February 16, 2005. On March 3, 2005, the Company's board of directors declared a dividend of \$0.10 per share of common stock payable on March 31, 2005 to shareholders of record as of the close of business on March 16, 2005. This additional first quarter dividend was declared in lieu of the regular second quarter dividend to address technical restrictions that might limit the Company's ability to pay a regular dividend during the second quarter of this year. Due to the limitations

imposed under the 1935 Act, the Company may declare and pay dividends only from earnings in the specific quarter in which the dividend is paid, absent specific authorization from the SEC approving payment of the quarterly

dividend from capital or unearned surplus. There can be no assurance, however, that the SEC would authorize such payments. As a result of the seasonal nature of the Company's utility businesses, the first quarter is generally the strongest quarter for the Company's gas distribution business. On June 2, 2005, the Company's board of directors declared a dividend of \$0.07 per share of common stock payable on June 30, 2005 to shareholders of record as of the close of business on June 15, 2005. Although dividends are subject to consideration and approval of the Company's Board of Directors, subject to the Board's determination, the Company currently intends to pay a 2005 annual dividend of \$0.40 per share in keeping with the Company's historic levels and subject to remaining in compliance with the dividend payment limitations imposed under the 1935 Act.

(10) LONG-TERM DEBT AND RECEIVABLES FACILITY

(a) Long-term Debt.

In June 2005, CERC Corp. replaced its \$250 million three-year revolving credit facility with a \$400 million five-year revolving credit facility. The new credit facility terminates on June 30, 2010. Borrowings under this facility may be made at the London interbank offered rate (LIBOR) plus 55 basis points, including the facility fee, based on current credit ratings. An additional utilization fee of 10 basis points applies to borrowings whenever more than 50% of the facility is utilized. Changes in credit ratings could lower or raise the increment to LIBOR depending on whether ratings improved or were lowered. As of June 30, 2005, such credit facility was not utilized.

In March 2005, the Company replaced its \$750 million revolving credit facility with a \$1 billion five-year revolving credit facility. Borrowings may be made under the facility at LIBOR plus 100 basis points based on current credit ratings. An additional utilization fee of 12.5 basis points applies to borrowings whenever more than 50% of the facility is utilized. Changes in credit ratings could lower or raise the increment to LIBOR depending on whether ratings improved or were lowered. As of June 30, 2005, borrowings of \$120 million were outstanding under the revolving credit facility.

In March 2005, CenterPoint Houston established a \$200 million five-year revolving credit facility. Borrowings may be made under the facility at LIBOR plus 75 basis points based on CenterPoint Houston's current credit rating. An additional utilization fee of 12.5 basis points applies to borrowings whenever more than 50% of the facility is utilized. Changes in credit ratings could lower or raise the increment to LIBOR depending on whether ratings improved or were lowered. As of June 30, 2005, there were no borrowings outstanding under the revolving credit facility.

CenterPoint Houston also established a \$1.31 billion credit facility in March 2005. This facility is available to be utilized only to refinance CenterPoint Houston's \$1.31 billion term loan maturing in November 2005 in the event that proceeds from the issuance of transition bonds are not sufficient to repay such term loan. Drawings may be made under this credit facility until November 2005, at which time any outstanding borrowings are converted to term loans maturing in November 2007. Under this facility, (i) 100% of the net proceeds from the issuance of transition bonds and (ii) the proceeds, in excess of \$200 million, from certain other new net indebtedness for borrowed money incurred by CenterPoint Houston must be used to repay borrowings under the facility. Based on CenterPoint Houston's current credit ratings, borrowings under the facility may be made at LIBOR plus 75 basis points. The interest rate under the term loan which this facility would replace is LIBOR plus 975 basis points. Changes in credit ratings could lower or raise the increment to LIBOR depending on whether ratings improved or were lowered. Any drawings under this facility must be secured by CenterPoint Houston's general mortgage bonds in the same principal amount and bearing the same interest rate as such drawings.

Convertible Debt. In March 2005, the Company filed a registration statement relating to an offer to exchange its \$575 million aggregate principal amount of 3.75% convertible senior notes due 2023 for a new series of 3.75% convertible senior notes due 2023. This registration statement was declared effective by the SEC on July 19, 2005 at which time the Company commenced the exchange offer. The exchange offer expires on August 17, 2005. The Company has commenced the exchange offer in response to the guidance set forth in Emerging Issues Task Force (EITF) Issue No. 04-8, "Accounting Issues Related to Certain Features of Contingently Convertible Debt and the Effect on Diluted Earnings Per Share" (EITF 04-8). Under that guidance, because settlement of the principal portion of new notes will be made in cash rather than stock, exchanging new notes for old notes will allow the Company to exclude the portion of the conversion value of the new notes attributable to their principal amount from its computation of diluted earnings per share from continuing operations. See Note 12 for the impact on diluted earnings per share related to these securities.

Junior Subordinated Debentures (Trust Preferred Securities). In February 1997, a Delaware statutory business trust created by CenterPoint Energy (HL&P Capital Trust II) issued to the public \$100 million aggregate amount of capital securities. The trust used the proceeds of the offering to purchase junior subordinated debentures issued by CenterPoint Energy having an interest rate and maturity date that correspond to the distribution rate and the mandatory redemption date of the capital securities. The amount of outstanding junior subordinated debentures discussed above was included in long-term debt as of December 31, 2004 and June 30, 2005.

The junior subordinated debentures are the trust's sole assets and their entire operations. CenterPoint Energy considers its obligations under the Amended and Restated Declaration of Trust, Indenture, Guaranty Agreement and, where applicable, Agreement as to Expenses and Liabilities, relating to the capital securities, taken together, to constitute a full and unconditional guarantee by CenterPoint Energy of the trust's obligations with respect to the capital securities.

The capital securities are mandatorily redeemable upon the repayment of the related series of junior subordinated debentures at their stated maturity or earlier redemption. Subject to some limitations, CenterPoint Energy has the option of deferring payments of interest on the junior subordinated debentures. During any deferral or event of default, CenterPoint Energy may not pay dividends on its capital stock. As of June 30, 2005, no interest payments on the junior subordinated debentures had been deferred.

The outstanding aggregate liquidation amount, distribution rate and mandatory redemption date of the capital securities of the trust described above and the identity and similar terms of the related series of junior subordinated debentures are as follows:

TRUST	AGGREGATE LIQUIDATION AMOUNTS AS OF		DISTRIBUTION RATE/ INTEREST RATE	MANDATORY REDEMPTION DATE/ MATURITY DATE	JUNIOR SUBORDINATED DEBENTURES
	DECEMBER 31, 2004	JUNE 30, 2005			
	(IN MILLIONS)				
HL&P Capital Trust II....	\$100	\$100	8.257%	February 2037	8.257% Junior Subordinated Deferrable Interest Debentures Series B

In June 1996, a Delaware statutory business trust created by CERC Corp. (CERC Trust) issued \$173 million aggregate amount of convertible preferred securities to the public. CERC Trust used the proceeds of the offering to purchase convertible junior subordinated debentures issued by CERC Corp. having an interest rate and maturity date that correspond to the distribution rate and mandatory redemption date of the convertible preferred securities. The convertible junior subordinated debentures represent CERC Trust's sole asset and its entire operations. CERC Corp. considers its obligation under the Amended and Restated Declaration of Trust, Indenture and Guaranty Agreement relating to the convertible preferred securities, taken together, to constitute a full and unconditional guarantee by CERC Corp. of CERC Trust's obligations with respect to the convertible preferred securities. The amount of outstanding junior subordinated debentures was included in long-term debt as of December 31, 2004 and June 30, 2005.

The convertible preferred securities were mandatorily redeemable upon the repayment of the convertible junior subordinated debentures at their stated maturity or earlier redemption. Effective January 7, 2003, the convertible preferred securities were convertible at the option of the holder into \$33.62 of cash and 2.34 shares of CenterPoint Energy common stock for each \$50 of liquidation value. As of both December 31, 2004 and June 30, 2005, the liquidation amount of convertible preferred securities outstanding was \$0.3 million. The securities, and their underlying convertible junior subordinated debentures, bore interest at 6.25% and had a June 2026 maturity date. Subject to some limitations, CERC Corp. had the option of deferring payments of interest on the convertible junior subordinated debentures. During any deferral or event of default, CERC Corp. could not pay dividends on its common stock to CenterPoint Energy. As of June 30, 2005, no interest payments on the convertible junior subordinated debentures had been deferred.

On July 1, 2005, the remaining \$0.3 million of convertible preferred securities and the \$6 million of related convertible junior subordinated debentures were called for redemption on August 1, 2005. Most of the convertible preferred securities were converted prior to the redemption date and the remaining securities were redeemed.

(b) Receivables Facility.

In January 2005, CERC's \$250 million receivables facility was extended to January 2006 and temporarily increased, for the period from January 2005 to June 2005, to \$375 million to provide additional liquidity to CERC during the peak heating season of 2005. As of June 30, 2005, CERC had \$181 million of advances under its receivables facility.

The average outstanding balance on the receivables facility was \$181 million for the six months ended June 30, 2005. Sales of receivables were approximately \$0.6 billion and \$0.4 billion for the three months ended June 30, 2004 and 2005, respectively, and \$1.3 billion and \$0.9 billion for the six months ended June 30, 2004 and 2005, respectively.

(11) COMMITMENTS AND CONTINGENCIES

(a) Legal Matters.

RRI Indemnified Litigation

The Company, CenterPoint Houston or their predecessor, Reliant Energy, and certain of their former subsidiaries are named as defendants in several lawsuits described below. Under a master separation agreement between the Company and RRI, the Company and its subsidiaries are entitled to be indemnified by RRI for any losses, including attorneys' fees and other costs, arising out of the lawsuits described below under Electricity and Gas Market Manipulation Cases and Other Class Action Lawsuits. Pursuant to the indemnification obligation, RRI is defending the Company and its subsidiaries to the extent named in these lawsuits. The ultimate outcome of these matters cannot be predicted at this time.

Electricity and Gas Market Manipulation Cases. A large number of lawsuits have been filed against numerous market participants and remain pending in both federal and state courts in California and Nevada in connection with the operation of the electricity and natural gas markets in California and certain other western states in 2000-2001, a time of power shortages and significant increases in prices. These lawsuits, many of which have been filed as class actions, are based on a number of legal theories, including violation of state and federal antitrust laws, laws against unfair and unlawful business practices, the federal Racketeer Influenced Corrupt Organization Act, false claims statutes and similar theories and breaches of contracts to supply power to governmental entities. Plaintiffs in these lawsuits, which include state officials and governmental entities as well as private litigants, are seeking a variety of forms of relief, including recovery of compensatory damages (in some cases in excess of \$1 billion), a trebling of compensatory damages and punitive damages, injunctive relief, restitution, interest due, disgorgement, civil penalties and fines, costs of suit, attorneys' fees and divestiture of assets. To date, several of the electricity complaints have been dismissed by the trial court and are on appeal, and several of the dismissals have been affirmed by appellate courts. Others remain in the early procedural stages. One of the gas complaints has also been dismissed and is on appeal. The other gas cases remain in the early procedural stages. The Company's former subsidiary, RRI, was a participant in the California markets, owning generating plants in the state and participating in both electricity and natural gas trading in that state and in western power markets generally. RRI, some of its subsidiaries and, in some cases, former corporate officers or employees of some of those companies have been named as defendants in these suits.

The Company or its predecessor, Reliant Energy, has been named in approximately 30 of these lawsuits, which were instituted between 2001 and 2005 and are pending in California state courts in San Diego County and in federal district courts in San Francisco, San Diego, Los Angeles, Fresno, Sacramento, San Jose and Nevada and before the Ninth Circuit Court of Appeals. However, the Company, CenterPoint Houston and Reliant Energy were not participants in the electricity or natural gas markets in California. The Company and Reliant Energy have been dismissed from certain of the lawsuits, either voluntarily by the plaintiffs or by order of the court and the Company believes it is not a proper defendant in the remaining cases and will continue to seek dismissal from such remaining cases. On July 6, 2004 and on October 12, 2004, the Ninth Circuit affirmed the Company's removal to federal district court of two electric cases brought by the California Attorney General and affirmed the federal court's dismissal of these cases based upon the filed rate doctrine and federal preemption. On April 18, 2005, the Supreme Court of the United States denied the Attorney General's petition for certiorari in one of these cases. No petition for certiorari was filed in the other case, and both of these cases are now finally resolved in favor of the defendants. In one other case filed by the California Attorney General, a claim for injunctive relief remains pending, with a trial

currently scheduled to begin in federal district court in February 2006. Several cases that are now pending in state court in San Diego County were originally filed in several California state courts but were removed by the defendants to federal district court. When the federal district court remanded those cases, they were coordinated in front of one San Diego state court. In July 2005, that San Diego state court refused to dismiss certain of those cases based on defendants' claims of federal preemption and the filed rate doctrine.

**Other Class Action Lawsuits.** Fifteen class action lawsuits filed in May, June and July 2002 on behalf of purchasers of securities of RRI and/or Reliant Energy have been consolidated in federal district court in Houston. RRI and certain of its former and current executive officers are named as defendants. The consolidated complaint also names RRI, Reliant Energy, the underwriters of the initial public offering of RRI's common stock in May 2001 (RRI Offering), and RRI's and Reliant Energy's independent auditors as defendants. The consolidated amended complaint seeks monetary relief purportedly on behalf of purchasers of common stock of Reliant Energy or RRI during certain time periods ranging from February 2000 to May 2002, and purchasers of common stock that can be traced to the RRI Offering. The plaintiffs allege, among other things, that the defendants misrepresented their revenues and trading volumes by engaging in round-trip trades and improperly accounted for certain structured transactions as cash-flow hedges, which resulted in earnings from these transactions being accounted for as future earnings rather than being accounted for as earnings in fiscal year 2001. In January 2004, the trial judge dismissed the plaintiffs' allegations that the defendants had engaged in fraud, but claims based on alleged misrepresentations in the registration statement issued in the RRI Offering remain. In June 2004, the plaintiffs filed a motion for class certification, which the court granted in February 2005. The defendants appealed the court's order certifying the class and asked the trial court to reconsider its ruling certifying the class. In July 2005, the parties announced that they had reached a settlement in this matter, subject to court approval. The terms of the settlement do not require payment by the Company.

In May 2002, three class action lawsuits were filed in federal district court in Houston on behalf of participants in various employee benefits plans sponsored by the Company. Two of the lawsuits have been dismissed without prejudice. The Company and certain current and former members of its benefits committee are the remaining defendants in the third lawsuit. That lawsuit alleges that the defendants breached their fiduciary duties to various employee benefits plans, directly or indirectly sponsored by the Company, in violation of the Employee Retirement Income Security Act of 1974. The plaintiffs allege that the defendants permitted the plans to purchase or hold securities issued by the Company when it was imprudent to do so, including after the prices for such securities became artificially inflated because of alleged securities fraud engaged in by the defendants. The complaint seeks monetary damages for losses suffered on behalf of the plans and a putative class of plan participants whose accounts held CenterPoint Energy or RRI securities, as well as restitution. Both the plaintiffs and the defendants have pending motions for summary judgment before the court. The court is expected to establish a trial date for this case later in the fall.

In October 2002, a derivative action was filed in the federal district court in Houston against the directors and officers of the Company. The complaint set forth claims for breach of fiduciary duty, waste of corporate assets, abuse of control and gross mismanagement. Specifically, the shareholder plaintiff alleged that the defendants caused the Company to overstate its revenues through so-called "round trip" transactions. The plaintiff also alleged breach of fiduciary duty in connection with the spin-off of RRI and the RRI Offering. The complaint sought monetary damages on behalf of the Company as well as equitable relief in the form of a constructive trust on the compensation paid to the defendants. The Company's board of directors investigated that demand and similar allegations made in a June 28, 2002 demand letter sent on behalf of a Company shareholder. The second letter demanded that the Company take several actions in response to alleged round-trip trades occurring in 1999, 2000, and 2001. In June 2003, the board determined that these proposed actions would not be in the best interests of the Company. In March 2003, the court dismissed this case on the grounds that the plaintiff did not make an adequate demand on the Company before filing suit. Thereafter, the same party sent another demand asserting the same claims, but there has been no further activity.

The Company believes that none of the lawsuits described under Other Class Action Lawsuits has merit because, among other reasons, the alleged misstatements and omissions were not material and did not result in any damages to the plaintiffs.

#### Other Legal Matters

**Texas Antitrust Actions.** In July 2003, Texas Commercial Energy filed in federal court in Corpus Christi, Texas a lawsuit against Reliant Energy, the Company and CenterPoint Houston, as successors to Reliant Energy, Genco

LP, RRI, Reliant Energy Solutions, LLC, several other RRI subsidiaries and a number of other participants in the Electric Reliability Council of Texas (ERCOT) power market. The plaintiff, a retail electricity provider with the ERCOT market, alleged that the defendants conspired to illegally fix and artificially increase the price of electricity in violation of state and federal antitrust laws and committed fraud and negligent misrepresentation. The lawsuit sought damages in excess of \$500 million, exemplary damages, treble damages, interest, costs of suit and attorneys' fees. The plaintiff's principal allegations had previously been investigated by the Texas Utility Commission and found to be without merit. In June 2004, the federal court dismissed the plaintiff's claims and in July 2004, the plaintiff filed a notice of appeal. The Company is vigorously contesting the appeal. The ultimate outcome of this matter cannot be predicted at this time.

In February 2005, Utility Choice Electric filed in federal court in Houston, Texas a lawsuit against the Company, CenterPoint Houston, CenterPoint Energy Gas Services, Inc., CenterPoint Energy Alternative Fuels, Inc., Genco LP and a number of other participants in the ERCOT power market. The plaintiff, a retail electricity provider with the ERCOT market, alleged that the defendants conspired to illegally fix and artificially increase the price of electricity in violation of state and federal antitrust laws, intentionally interfered with prospective business relationships and contracts, and committed fraud and negligent misrepresentation. The plaintiff's principal allegations had previously been investigated by the Texas Utility Commission and found to be without merit. The Company intends to vigorously defend the case. The ultimate outcome of this matter cannot be predicted at this time.

**Municipal Franchise Fee Lawsuits.** In February 1996, the cities of Wharton, Galveston and Pasadena (Three Cities) filed suit in state district court in Harris County, Texas for themselves and a proposed class of all similarly situated cities in Reliant Energy's electric service area, against Reliant Energy and Houston Industries Finance, Inc. (formerly a wholly owned subsidiary of the Company's predecessor, Reliant Energy) alleging underpayment of municipal franchise fees. The plaintiffs claimed that they were entitled to 4% of all receipts of any kind for business conducted within these cities over the previous four decades. After a jury trial involving the Three Cities' claims (but not the class of cities), the trial court entered a judgment on the Three Cities' breach of contract claims for \$1.7 million, including interest, plus an award of \$13.7 million in legal fees. It also decertified the class. Following this ruling, 45 cities filed individual suits against Reliant Energy in the District Court of Harris County.

On February 27, 2003, a state court of appeals in Houston rendered an opinion reversing the judgment against the Company and rendering judgment that the Three Cities take nothing by their claims. The court of appeals held that all of the Three Cities' claims were barred by the jury's finding of laches, a defense similar to the statute of limitations, due to the Three Cities' having unreasonably delayed bringing their claims during the more than 30 years since the alleged wrongs began. The court also held that the Three Cities were not entitled to recover any attorneys' fees. The Three Cities filed a petition for review to the Texas Supreme Court, which declined to hear the case. Thus, the Three Cities' claims have been finally resolved in the Company's favor, but the individual claims of the remaining 45 cities remain pending in the same court. The Company does not expect the outcome of the remaining claims to have a material impact on its financial condition, results of operations or cash flows.

**Natural Gas Measurement Lawsuits.** CERC Corp. and certain of its subsidiaries are defendants in a suit filed in 1997 under the Federal False Claims Act alleging mismeasurement of natural gas produced from federal and Indian lands. The suit seeks undisclosed damages, along with statutory penalties, interest, costs, and fees. The complaint is part of a larger series of complaints filed against 77 natural gas pipelines and their subsidiaries and affiliates. An earlier single action making substantially similar allegations against the pipelines was dismissed by the federal district court for the District of Columbia on grounds of improper joinder and lack of jurisdiction. As a result, the various individual complaints were filed in numerous courts throughout the country. This case has been consolidated, together with the other similar False Claims Act cases, in the federal district court in Cheyenne, Wyoming.

In addition, CERC Corp. and certain of its subsidiaries are defendants in two mismeasurement lawsuits brought against approximately 245 pipeline companies and their affiliates pending in state court in Stevens County, Kansas. In one case (originally filed in May 1999 and amended four times), the plaintiffs purport to represent a class of royalty owners who allege that the defendants have engaged in systematic mismeasurement of the volume of natural gas for more than 25 years. The plaintiffs amended their petition in this suit in July 2003 in response to an order from the judge denying certification of the plaintiffs' alleged class. In the amendment the plaintiffs dismissed their claims against certain defendants (including two CERC subsidiaries), limited the scope of the class of plaintiffs they purport to represent and eliminated previously asserted claims based on mismeasurement of the Btu content of the gas. The same plaintiffs then filed a second lawsuit, again as representatives of a class of royalty owners, in which they assert their claims that the defendants have engaged in systematic mismeasurement of the Btu content of natural



gas for more than 25 years. In both lawsuits, the plaintiffs seek compensatory damages, along with statutory penalties, treble damages, interest, costs and fees. CERC and its subsidiaries believe that there has been no systematic mismeasurement of gas and that the suits are without merit. CERC does not expect the ultimate outcome to have a material impact on the financial condition, results of operations or cash flows of either the Company or CERC.

**Gas Cost Recovery Litigation.** In October 2002, a suit was filed in state district court in Wharton County, Texas against the Company, CERC, Entex Gas Marketing Company, and certain non-affiliated companies alleging fraud, violations of the Texas Deceptive Trade Practices Act, violations of the Texas Utilities Code, civil conspiracy and violations of the Texas Free Enterprise and Antitrust Act with respect to rates charged to certain consumers of natural gas in the State of Texas. Subsequently, the plaintiffs added as defendants CenterPoint Energy Marketing Inc., CenterPoint Energy Gas Transmission Company, United Gas, Inc., Louisiana Unit Gas Transmission Company, CenterPoint Energy Pipeline Services, Inc., and CenterPoint Energy Trading and Transportation Group, Inc., all of which are subsidiaries of the Company. The plaintiffs alleged that defendants inflated the prices charged to certain consumers of natural gas. In February 2003, a similar suit was filed in state court in Caddo Parish, Louisiana against CERC with respect to rates charged to a purported class of certain consumers of natural gas and gas service in the State of Louisiana. In February 2004, another suit was filed in state court in Calcasieu Parish, Louisiana against CERC seeking to recover alleged overcharges for gas or gas services allegedly provided by Southern Gas Operations to a purported class of certain consumers of natural gas and gas service without advance approval by the Louisiana Public Service Commission (LPSC). In October 2004, a similar case was filed in district court in Miller County, Arkansas against the Company, CERC, Entex Gas Marketing Company, CenterPoint Energy Gas Transmission Company, CenterPoint Energy Field Services, CenterPoint Energy Pipeline Services, Inc., Mississippi River Transmission Corp. and other non-affiliated companies alleging fraud, unjust enrichment and civil conspiracy with respect to rates charged to certain consumers of natural gas in at least the states of Arkansas, Louisiana, Mississippi, Oklahoma and Texas. At the time of the filing of each of the Caddo and Calcasieu Parish cases, the plaintiffs in those cases filed petitions with the LPSC relating to the same alleged rate overcharges. The Caddo and Calcasieu Parish cases have been stayed pending the resolution of the respective proceedings by the LPSC. The plaintiffs in the Miller County case seek class certification, but the proposed class has not been certified. In November 2004, the Miller County case was removed to federal district court in Texarkana, Arkansas. In February 2005, the Wharton County case was removed to federal district court in Houston, Texas, and in March 2005, the plaintiffs voluntarily moved to dismiss the case and agreed not to refile the claims asserted unless the Miller County case is not certified as a class action or is later decertified. In June 2005, the Miller County case was remanded to state district court in Miller County. The range of relief sought by the plaintiffs in these cases includes injunctive and declaratory relief, restitution for the alleged overcharges, exemplary damages or trebling of actual damages, civil penalties and attorney's fees. In these cases, the Company, CERC and their affiliates deny that they have overcharged any of their customers for natural gas and believe that the amounts recovered for purchased gas have been in accordance with what is permitted by state regulatory authorities. The allegations in these cases are similar to those asserted in the City of Tyler proceeding described in Note 5(d). The Company and CERC do not expect the outcome of these matters to have a material impact on the financial condition, results of operations or cash flows of either the Company or CERC.

**Pipeline Safety Compliance.** In 2005, CERC received an order from the Minnesota Office of Pipeline Safety to remove certain components from a portion of its distribution system by December 2, 2005. Those components were installed by a predecessor company and are not in compliance with current state and federal codes. CERC estimates the range of expenditures to locate and replace such components to be \$35 to \$45 million. CERC will request return on and of the capitalized expenditures in future rate cases.

**Minnesota Cold Weather Rule.** In December 2004, the MPUC opened an investigation to determine whether CERC's practices regarding restoring natural gas service during the period between October 15 and April 15 (Cold Weather Period) are in compliance with the MPUC's Cold Weather Rule (CWR), which governs disconnection and reconnection of customers during the Cold Weather Period. The Minnesota Office of the Attorney General issued its report alleging CERC has violated the CWR and recommended a \$5 million penalty. CERC filed its reply comments in July 2005. In addition, in June 2005, CERC was named in a suit filed on behalf of a purported class of customers who allege that CERC's conduct under the CWR was in violation of the Minnesota Consumer Fraud Act and the Minnesota Deceptive Trade Practices Act and was negligent and fraudulent. CERC believes that it has not knowingly and intentionally violated the CWR and intends to vigorously contest the lawsuit. CERC does not expect this matter to have a material adverse effect on its financial condition, results of operations or cash flows.

(b) Environmental Matters.

Hydrocarbon Contamination. CERC Corp. and certain of its subsidiaries are among the defendants in lawsuits filed beginning in August 2001 in Caddo Parish and Bossier Parish, Louisiana. The suits allege that, at some unspecified date prior to 1985, the defendants allowed or caused hydrocarbon or chemical contamination of the Wilcox Aquifer, which lies beneath property owned or leased by certain of the defendants and which is the sole or primary drinking water aquifer in the area. The primary source of the contamination is alleged by the plaintiffs to be a gas processing facility in Haughton, Bossier Parish, Louisiana known as the "Sligo Facility," which was formerly operated by a predecessor in interest of CERC Corp. This facility was purportedly used for gathering natural gas from surrounding wells, separating gasoline and hydrocarbons from the natural gas for marketing, and transmission of natural gas for distribution.

Beginning about 1985, the predecessors of certain CERC Corp. defendants engaged in a voluntary remediation of any subsurface contamination of the groundwater below the property they owned or leased. This work has been done in conjunction with and under the direction of the Louisiana Department of Environmental Quality. The plaintiffs seek monetary damages for alleged damage to the aquifer underlying their property, unspecified alleged personal injuries, alleged fear of cancer, alleged property damage or diminution of value of their property, and, in addition, seek damages for trespass, punitive, and exemplary damages. The Company does not expect the ultimate cost associated with resolving this matter to have a material impact on the financial condition, results of operations or cash flows of either the Company or CERC.

Manufactured Gas Plant Sites. CERC and its predecessors operated manufactured gas plants (MGP) in the past. In Minnesota, CERC has completed remediation on two sites, other than ongoing monitoring and water treatment. There are five remaining sites in CERC's Minnesota service territory. CERC believes that it has no liability with respect to two of these sites.

At June 30, 2005, CERC had accrued \$18 million for remediation of certain Minnesota sites. At June 30, 2005, the estimated range of possible remediation costs for these sites was \$7 million to \$42 million based on remediation continuing for 30 to 50 years. The cost estimates are based on studies of a site or industry average costs for remediation of sites of similar size. The actual remediation costs will be dependent upon the number of sites to be remediated, the participation of other potentially responsible parties (PRP), if any, and the remediation methods used. CERC has utilized an environmental expense tracker mechanism in its rates in Minnesota to recover estimated costs in excess of insurance recovery. As of June 30, 2005, CERC has collected or accrued \$13 million from insurance companies and ratepayers to be used for future environmental remediation.

In addition to the Minnesota sites, the United States Environmental Protection Agency and other regulators have investigated MGP sites that were owned or operated by CERC or may have been owned by one of its former affiliates. CERC has been named as a defendant in two lawsuits under which contribution is sought by private parties for the cost to remediate former MGP sites based on the previous ownership of such sites by former affiliates of CERC or its divisions. CERC has also been identified as a PRP by the State of Maine for a site that is the subject of one of the lawsuits. In March 2005, the court considering the other suit for contribution granted CERC's motion to dismiss on the grounds that CERC was not an "operator" of the site as had been alleged. The plaintiff in that case has filed an appeal of the court's dismissal of CERC. The Company is investigating details regarding these sites and the range of environmental expenditures for potential remediation. However, CERC believes it is not liable as a former owner or operator of those sites under the Comprehensive Environmental, Response, Compensation and Liability Act of 1980, as amended, and applicable state statutes, and is vigorously contesting those suits and its designation as a PRP.

Mercury Contamination. The Company's pipeline and distribution operations have in the past employed elemental mercury in measuring and regulating equipment. It is possible that small amounts of mercury may have been spilled in the course of normal maintenance and replacement operations and that these spills may have contaminated the immediate area with elemental mercury. This type of contamination has been found by the Company at some sites in the past, and the Company has conducted remediation at these sites. It is possible that other contaminated sites may exist and that remediation costs may be incurred for these sites. Although the total amount of these costs cannot be known at this time, based on experience by the Company and that of others in the natural gas industry to date and on the current regulations regarding remediation of these sites, the Company does not expect the costs of any remediation of these sites to be material to the Company's financial condition, results of operations or cash flows.

Asbestos. A number of facilities owned by the Company contain significant amounts of asbestos insulation and other asbestos-containing materials. The Company or its subsidiaries have been named, along with numerous others, as a defendant in lawsuits filed by a large number of individuals who claim injury due to exposure to asbestos. Most claimants in such litigation have been workers who participated in construction of various industrial facilities, including power plants. Some of the claimants have worked at locations owned by the Company, but most existing claims relate to facilities previously owned by the Company but currently owned by Texas Genco LLC. The Company anticipates that additional claims like those received may be asserted in the future. Under the terms of the separation agreement between the Company and Texas Genco, ultimate financial responsibility for uninsured losses relating to these claims has been assumed by Texas Genco, but under the terms of its agreement to sell Texas Genco to Texas Genco LLC, the Company has agreed to continue to defend such claims to the extent they are covered by insurance maintained by the Company, subject to reimbursement of the costs of such defense from Texas Genco LLC. Although their ultimate outcome cannot be predicted at this time, the Company intends to continue vigorously contesting claims that it does not consider to have merit and does not expect, based on its experience to date, these matters, either individually or in the aggregate, to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Other Environmental. From time to time the Company has received notices from regulatory authorities or others regarding its status as a PRP in connection with sites found to require remediation due to the presence of environmental contaminants. In addition, the Company has been named from time to time as a defendant in litigation related to such sites. Although the ultimate outcome of such matters cannot be predicted at this time, the Company does not expect, based on its experience to date, these matters, either individually or in the aggregate, to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

(c) Other Proceedings.

The Company is involved in other legal, environmental, tax and regulatory proceedings before various courts, regulatory commissions and governmental agencies regarding matters arising in the ordinary course of business. Some of these proceedings involve substantial amounts. The Company's management regularly analyzes current information and, as necessary, provides accruals for probable liabilities on the eventual disposition of these matters. The Company's management does not expect the disposition of these matters to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

(d) Tax Contingencies.

As discussed in Note 10 to the CenterPoint Energy 10-K/ANotes, in the 1997 through 2000 audit (which now includes 2001), the Internal Revenue Service (IRS) disallowed all deductions for original issue discount (OID) relating to the Company's 2.0% Zero-Premium Exchangeable Subordinated Notes due 2029 (ZENS) and 7% Automatic Common Exchange Securities (ACES). It is the contention of the IRS that (1) those instruments, in combination with the Company's long position in Time Warner common stock (TW Common), constitute a straddle under Section 1092 and 246 of the Internal Revenue Code of 1986, as amended and (2) the indebtedness underlying those instruments was incurred to carry the TW Common. If the IRS prevails on both of these positions, all OID (including interest actually paid) on the ZENS and ACES would not be currently deductible, but would instead be added to the Company's basis in the TW Common it holds. The capitalization of OID to the TW Common basis would have the effect of recharacterizing ordinary interest deductions to capital losses or reduced capital gains.

The Company's ability to realize the tax benefit of future capital losses, if any, from the sale of the 21.6 million shares of TW Common currently held will depend on the timing of those sales, the value of TW Common stock when sold, and the extent of any other capital gains and losses.

Although the Company is protesting the contention of the IRS, at December 31, 2004, the Company had established a tax reserve for this issue of \$79 million, which was increased to \$101 million at June 30, 2005. The Company has also reserved for other significant tax items including issues relating to acquisitions, capital cost recovery and certain positions taken with respect to state tax filings. The total amount reserved for the other items is approximately \$40 million.

(e) Nuclear Decommissioning Trusts.

CenterPoint Houston, as collection agent for the nuclear decommissioning charge assessed on its transmission and distribution customers, deposited \$2.9 million in 2004 to trusts established to fund Texas Genco's share of the

decommissioning costs for the South Texas Project, and expects to deposit approximately \$2.9 million of collected charges in 2005. There are various investment restrictions imposed upon Texas Genco by the Texas Utility Commission and the Nuclear Regulatory Commission relating to Texas Genco's nuclear decommissioning trusts. Pursuant to the provisions of both a separation agreement and the Texas Utility Commission's final order, CenterPoint Houston and Texas Genco are presently jointly administering the decommissioning funds through the Nuclear Decommissioning Trust Investment Committee. Texas Genco and CenterPoint Houston have each appointed two members to the Nuclear Decommissioning Trust Investment Committee which establishes the investment policy of the trusts and oversees the investment of the trusts' assets. As administrators of the decommissioning funds, CenterPoint Houston and Texas Genco are jointly responsible for assuring that the funds are prudently invested in a manner consistent with the rules of the Texas Utility Commission. CenterPoint Houston and Texas Genco expect to file a request with the Texas Utility Commission in 2005 to name Texas Genco as the sole fund administrator. Pursuant to the Texas electric restructuring law, costs associated with nuclear decommissioning that were not recovered as of January 1, 2002, will continue to be subject to cost-of-service rate regulation and will be charged to transmission and distribution customers of CenterPoint Houston or its successor.

(12) EARNINGS PER SHARE

The following table reconciles numerators and denominators of the Company's basic and diluted earnings per share (EPS) calculations:

	FOR THE THREE MONTHS ENDED JUNE 30,		FOR THE SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
	(IN MILLIONS, EXCEPT SHARE AND PER SHARE AMOUNTS)			
<b>Basic EPS Calculation:</b>				
Income (loss) from continuing operations before extraordinary item .....	\$ (3)	\$ 27	\$ 26	\$ 94
Discontinued operations, net of tax .....	60	(3)	105	(3)
Extraordinary item, net of tax .....	--	30	--	30
Net income .....	<u>\$ 57</u>	<u>\$ 54</u>	<u>\$ 131</u>	<u>\$ 121</u>
Weighted average shares outstanding .....	<u>307,250,000</u>	<u>309,098,000</u>	<u>306,631,000</u>	<u>308,786,000</u>
<b>Basic EPS:</b>				
Income (loss) from continuing operations before extraordinary item .....	\$ (0.01)	\$ 0.09	\$ 0.09	\$ 0.30
Discontinued operations, net of tax .....	0.20	(0.01)	0.34	(0.01)
Extraordinary item, net of tax .....	--	0.10	--	0.10
Net income .....	<u>\$ 0.19</u>	<u>\$ 0.18</u>	<u>\$ 0.43</u>	<u>\$ 0.39</u>
<b>Diluted EPS Calculation:</b>				
Net income .....	\$ 57	\$ 54	\$ 131	\$ 121
Plus: Income impact of assumed conversions:				
Interest on 3 3/4% convertible senior notes .....	--	4	--	7
Interest on 6 1/4% convertible trust preferred securities .....	--	--	--	--
Total earnings effect assuming dilution .....	<u>\$ 57</u>	<u>\$ 58</u>	<u>\$ 131</u>	<u>\$ 128</u>
Weighted average shares outstanding .....	307,250,000	309,098,000	306,631,000	308,786,000
Plus: Incremental shares from assumed conversions (1):				
Stock options .....	1,301,000	1,302,000	1,259,000	1,254,000
Restricted stock .....	1,070,000	1,365,000	1,070,000	1,365,000
3 3/4% convertible senior notes .....	--	49,655,000	--	49,655,000
6 1/4% convertible trust preferred securities .....	17,000	16,000	17,000	16,000
Weighted average shares assuming dilution .....	<u>309,638,000</u>	<u>361,436,000</u>	<u>308,977,000</u>	<u>361,076,000</u>
<b>Diluted EPS:</b>				
Income (loss) from continuing operations before extraordinary item .....	\$ (0.01)	\$ 0.09	\$ 0.08	\$ 0.28
Discontinued operations, net of tax .....	0.20	(0.01)	0.34	(0.01)
Extraordinary item, net of tax .....	--	0.08	--	0.08
Net income .....	<u>\$ 0.19</u>	<u>\$ 0.16</u>	<u>\$ 0.42</u>	<u>\$ 0.35</u>

(1) For the three months ended June 30, 2004 and 2005, the computation of diluted EPS excludes options to purchase 10,024,219 and 9,356,759 shares of common stock, respectively, that have exercise prices (ranging from \$11.29 to \$32.26 per share and \$14.01 to \$32.26 per share for the second quarter of 2004 and 2005, respectively) greater than the per share average market price for the period and would thus be antidilutive if exercised.

For the six months ended June 30, 2004 and 2005, the computation of diluted EPS excludes options to purchase 12,037,219 and 9,356,759 shares of common stock, respectively, that have exercise prices (ranging from \$10.92 to \$32.26 per share and \$14.01 to \$32.26 per share for the first six months of 2004 and 2005, respectively) greater than the per share average market price for the period and would thus be antidilutive if exercised.

The Company's \$575 million contingently convertible notes are included in the calculation of diluted earnings per share pursuant to EITF 04-8. The Company's \$255 million contingently convertible notes are not included in the calculation of diluted earnings per share because the terms of this debt instrument were modified prior to December 31, 2004 to provide for only cash settlement of the principal amount upon conversion as required by EITF 04-8. Additionally, the \$255 million contingently convertible notes were excluded from the calculation of diluted earnings per share because the average market price of the Company's common stock for the three and six months ended June 30, 2005 did not exceed the conversion price of these notes and would thus be antidilutive. Diluted earnings per share for the three months and six months ended June 30, 2004 have not been restated for the adoption of EITF 04-8 effective December 31, 2004 as inclusion of the contingently convertible shares have an antidilutive effect. The impact on the Company's diluted EPS from continuing operations for the three and six months ended June 30, 2005 was a decrease of \$-0- and \$0.02 per share, respectively.

Subsequent to the modification of the \$255 million contingently convertible notes to provide for only cash settlement of the principal amount upon conversion, the notes will only be included in the calculation of diluted earnings per share when the average market price of the Company's common stock exceeds the conversion price. Any new notes issued in connection with the exchange offer related to the \$575 million contingently convertible notes will be treated similarly. The conversion prices for the \$255 million and the \$575 million contingently convertible notes are \$12.81 and \$11.58, respectively.

### (13) REPORTABLE BUSINESS SEGMENTS

The Company's determination of reportable business segments considers the strategic operating units under which the Company manages sales, allocates resources and assesses performance of various products and services to wholesale or retail customers in differing regulatory environments. The Company's Electric Generation business segment is presented as discontinued operations within these Interim Financial Statements.

The Company has identified the following reportable business segments: Electric Transmission & Distribution, Natural Gas Distribution, Pipelines and Gathering and Other Operations. The Company's generation operations, which were previously reported in the Electric Generation business segment, are presented as discontinued operations within these Interim Financial Statements.

Financial data for the Company's reportable business segments are as follows:

	FOR THE THREE MONTHS ENDED JUNE 30, 2004		
	REVENUES FROM EXTERNAL CUSTOMERS	NET INTERSEGMENT REVENUES	OPERATING INCOME (LOSS)
	(IN MILLIONS)		
Electric Transmission & Distribution ....	\$ 375(1)	\$ --	\$127
Natural Gas Distribution .....	1,138(2)	--	23
Pipelines and Gathering .....	79(3)	34	42
Other Operations .....	1	2	(6)
Eliminations .....	--	(36)	--
Consolidated .....	\$1,593	\$ --	\$186
	=====	====	=====

	FOR THE THREE MONTHS ENDED JUNE 30, 2005		
	REVENUES FROM EXTERNAL CUSTOMERS	NET INTERSEGMENT REVENUES	OPERATING INCOME (LOSS)
	(IN MILLIONS)		
Electric Transmission & Distribution ....	\$ 414(1)	\$ --	\$122
Natural Gas Distribution .....	1,339	1	19
Pipelines and Gathering .....	87	38	52
Other Operations .....	2	2	(7)
Eliminations .....	--	(41)	--
Consolidated .....	\$1,842	\$ --	\$186
	=====	====	=====

FOR THE SIX MONTHS ENDED JUNE 30, 2004

	REVENUES FROM EXTERNAL CUSTOMERS	NET INTERSEGMENT REVENUES	OPERATING INCOME (LOSS)	TOTAL ASSETS AS OF DECEMBER 31, 2004
(IN MILLIONS)				
Electric Transmission & Distribution ..	\$ 705(1)	\$ --	\$212	\$ 8,783
Natural Gas Distribution .....	3,142(2)	1	140	4,732
Pipelines and Gathering .....	145(3)	71	87	2,637
Other Operations .....	3	3	(13)	2,794
Discontinued Operations .....	--	--	--	1,565
Eliminations .....	--	(75)	--	(2,415)
	-----	-----	-----	-----
Consolidated .....	\$3,995	\$ --	\$426	\$18,096
	=====	=====	=====	=====

FOR THE SIX MONTHS ENDED JUNE 30, 2005

	REVENUES FROM EXTERNAL CUSTOMERS	NET INTERSEGMENT REVENUES	OPERATING INCOME (LOSS)	TOTAL ASSETS AS OF JUNE 30, 2005
(IN MILLIONS)				
Electric Transmission & Distribution ..	\$ 759(1)	\$ --	\$202	\$ 8,311
Natural Gas Distribution .....	3,500	3	158	4,729
Pipelines and Gathering .....	171	75	116	2,798
Other Operations .....	7	4	(14)	2,234
Eliminations .....	--	(82)	--	(2,232)
	-----	-----	-----	-----
Consolidated .....	\$4,437	\$ --	\$462	\$15,840
	=====	=====	=====	=====

(1) Sales to subsidiaries of RRI for the three months ended June 30, 2004 and 2005 represented approximately \$202 million and \$183 million, respectively, of CenterPoint Houston's transmission and distribution revenues from external customers. Sales to subsidiaries of RRI for the six months ended June 30, 2004 and 2005 represented approximately \$401 million and \$366 million, respectively, of CenterPoint Houston's transmission and distribution revenues from external customers.

(2) Sales to Texas Genco for the three and six months ended June 30, 2004 of \$10 million and \$16 million, respectively, have been reclassified from intersegment revenues to revenues from external customers due to the sale of Texas Genco.

(3) Sales to Texas Genco for the three and six months ended June 30, 2004 of \$1 million and \$2 million, respectively, have been reclassified from intersegment revenues to revenues from external customers due to the sale of Texas Genco.

(14) RESTATEMENT

Subsequent to the issuance of its condensed consolidated financial statements for the three- and six- month periods ended June 30, 2004 and 2005, the Company determined that, during 2004 and 2005, certain transactions involving purchases and sales of natural gas among divisions within the Company's Natural Gas Distribution segment were not properly eliminated in the Company's consolidated financial statements. Consequently, revenues and natural gas expenses for the three and six months ended June 30, 2004 were each overstated by approximately \$107 million and \$233 million, respectively. For the three and six months ended June 30, 2005, revenues and natural gas expenses were each overstated by approximately \$90 million and \$257 million, respectively, for the same reason. As a result, the accompanying condensed consolidated financial statements have been restated from the amounts previously reported to reflect the elimination of interdivision purchases and sales of natural gas. There was no effect on the Company's previously reported operating income, net income, earnings per share or net cash flows for the three and six months ended June 30, 2004 and 2005.

A summary of the significant effects of the restatements is as follows:

	THREE MONTHS ENDED JUNE 30, 2004		SIX MONTHS ENDED JUNE 30, 2004	
	AS RESTATED	AS PREVIOUSLY REPORTED	AS RESTATED	AS PREVIOUSLY REPORTED
	(IN MILLIONS)			
STATEMENTS OF CONSOLIDATED INCOME:				
Revenues.....	\$1,593	\$1,700	\$3,995	\$4,228
Expenses: Natural gas.....	904	1,011	2,540	2,773
Total Expenses.....	1,407	1,514	3,569	3,802

	THREE MONTHS ENDED JUNE 30, 2005		SIX MONTHS ENDED JUNE 30, 2005	
	AS RESTATED	AS PREVIOUSLY REPORTED	AS RESTATED	AS PREVIOUSLY REPORTED
	(IN MILLIONS)			
STATEMENTS OF CONSOLIDATED INCOME:				
Revenues.....	\$1,842	\$1,932	\$4,437	\$4,694
Expenses: Natural gas.....	1,103	1,193	2,884	3,141
Total Expenses.....	1,656	1,746	3,975	4,232

	AS OF JUNE 30, 2005	
	AS RESTATED	AS PREVIOUSLY REPORTED
	(IN MILLIONS)	
CONSOLIDATED BALANCE SHEETS:		
Accounts receivable, net.....	\$ 461	\$ 512
Total current assets.....	1,935	1,985
Total assets.....	15,840	15,890
Accounts payable.....	496	546
Total current liabilities.....	3,588	3,638
Total liabilities and shareholders' equity.....	15,840	15,890

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF CENTERPOINT ENERGY, INC. AND SUBSIDIARIES

The following discussion and analysis should be read in combination with our Interim Financial Statements contained in this Form 10-Q/A.

EXECUTIVE SUMMARY

RESTATEMENT

The following management discussion and analysis gives effect to the restatement as discussed in Note 14 to our unaudited condensed consolidated financial statements.

RECENT EVENTS

RECOVERY OF TRUE-UP BALANCE

The Texas Electric Choice Plan (Texas electric restructuring law) provides for the Public Utility Commission of Texas (Texas Utility Commission) to conduct a "true-up" proceeding to determine CenterPoint Energy Houston Electric, LLC's (CenterPoint Houston) stranded costs and certain other costs resulting from the transition to a competitive retail electric market and to provide for its recovery of those costs. In March 2004, CenterPoint Houston filed its stranded cost true-up application with the Texas Utility Commission. CenterPoint Houston had requested recovery of \$3.7 billion, excluding interest. In December 2004, the Texas Utility Commission issued its final order (True-Up Order) allowing CenterPoint Houston to recover a true-up balance of approximately \$2.3 billion, which included interest through August 31, 2004, and providing for adjustment of the amount to be recovered to include interest on the balance until recovery, the principal portion of additional excess mitigation credits returned to customers after August 31, 2004 and certain other matters. Both CenterPoint Houston and other parties filed appeals of the True-Up Order, and those appeals remain pending before a state district court in Travis County, Texas. The court held a hearing on the appeal in early August 2005 with a decision currently expected in the near future.

There are two ways for CenterPoint Houston to recover the true-up balance: by issuing transition bonds to securitize the amounts due and/or by implementing a competition transition charge (CTC). In March 2005, the Texas Utility Commission issued a financing order that authorized the issuance of transition bonds. Although several parties originally appealed the financing order, only two have maintained appeals. CenterPoint Houston will not be able to issue transition bonds while an appeal is pending. Prior to the appeal, it had been expected that approximately \$1.8 billion in transition bonds could be issued by mid-2005 under the terms of the financing order. On August 4, 2005, the District Court affirmed the financing order. Texas law provides for any further appeals to be filed directly with the Texas Supreme Court within 15 days.

On July 14, 2005, CenterPoint Houston received an order from the Texas Utility Commission allowing it to implement a CTC to collect approximately \$570 million over 14 years plus interest at an annual rate of 11.075%. Based on the accrual of interest provided for in the CTC order, CenterPoint Houston expects that this amount will increase to approximately \$600 million by the end of the third quarter which is when the CTC is expected to be implemented. The CTC order also allows CenterPoint Houston to collect approximately \$24 million of rate case expenses over three years. The CTC order authorizes CenterPoint Houston to impose a charge on retail electric providers to recover the portion of the true-up balance not covered by the financing order. CenterPoint Houston cannot implement the CTC until the Texas Utility Commission takes final action on the motions for rehearing.

CenterPoint Houston is entitled to accrue a return on the true-up balance until it is fully recovered.

## CITY OF HOUSTON FRANCHISE

On June 27, 2005, CenterPoint Houston accepted an ordinance granting CenterPoint Houston a new 30-year franchise to use the public rights-of-way to conduct its business in the City of Houston (New Franchise Ordinance). The New Franchise Ordinance took effect on July 1, 2005, and replaced the prior electricity franchise ordinance, which had been in effect since 1957. The New Franchise Ordinance clarifies certain operational obligations of CenterPoint Houston and the City of Houston and provides for streamlined payment and audit procedures and a two year statute of limitations on claims for underpayment or overpayment under the ordinance. Under the prior electricity franchise ordinance, CenterPoint Houston paid annual franchise fees of \$76.6 million to the City of Houston for the year ended December 31, 2004. For the twelve-month period beginning July 1, 2005, the annual franchise fee (Annual Franchise Fee) under the New Franchise Ordinance will include a base amount of \$88.1 million (Base Amount) and an additional payment of \$8.5 million (Additional Amount). The Base Amount and the Additional Amount will be adjusted annually based on the annual increase or decrease in kWh delivered by CenterPoint Houston within the City of Houston.

The New Franchise Ordinance requires the City of Houston to modify CenterPoint Houston's tariff to allow CenterPoint Houston to recover the Additional Amount from retail electric providers serving end-use retail electric customers within the City of Houston boundaries. CenterPoint Houston filed a request with the City of Houston to implement a tariff rider to collect the Additional Amount, but subsequently asked the City of Houston to abate further consideration of that application pending a review by counsel for the City of Houston and CenterPoint Houston regarding the implementation of the New Franchise Ordinance.

CenterPoint Houston began paying the new annual franchise fees on July 1, 2005. Pursuant to the New Franchise Ordinance, CenterPoint Houston retains the right to recover from the City of Houston any portion of the Additional Amount paid (or to refuse to pay any portion not yet paid) for which CenterPoint Houston is denied recovery by any regulatory authority. Additionally, the New Franchise Ordinance provides that the Annual Franchise Fee will be reduced prospectively to reflect any portion of the Annual Franchise Fee that is not included in CenterPoint Houston's base rates in any subsequent rate case.

## COMPLETION OF SALE OF TEXAS GENCO

On April 13, 2005, we completed the sale of our nuclear generation assets, consisting of a 30.8% undivided interest in the South Texas Project Electric Generating Station, to Texas Genco LLC (formerly known as GC Power Acquisition LLC) for \$700 million in cash. The sale was effected through the merger of our wholly owned subsidiary, Texas Genco Holdings, Inc. (Texas Genco), with a wholly owned subsidiary of Texas Genco LLC. As a result of the merger, Texas Genco became a wholly owned subsidiary of Texas Genco LLC and we received \$700 million in cash. We used the proceeds primarily to repay outstanding indebtedness. The merger was the second and final step of the transaction announced in July 2004 in which Texas Genco LLC agreed to acquire Texas Genco. In the first step of the transaction, involving the sale of Texas Genco's fossil generation assets (coal, lignite and gas-fired plants), we received \$2.231 billion in December 2004, which was used primarily to pay down debt. In 2004, we recorded a loss of \$214 million related to the sale of Texas Genco and recorded additional losses to offset subsequent earnings of Texas Genco. We continued to record additional losses in 2005 until the April 2005 closing of the final step of the sale transaction to offset Texas Genco's 2005 earnings.

## DEBT FINANCING TRANSACTIONS

In March 2005, we filed a registration statement relating to an offer to exchange our \$575 million aggregate principal amount of 3.75% convertible senior notes due 2023 for a new series of 3.75% convertible senior notes due 2023. This registration statement was declared effective by the SEC on July 19, 2005 at which time we commenced the exchange offer. The exchange offer expires on August 17, 2005. We commenced the exchange offer in response to the guidance set forth in Emerging Issues Task Force Issue No. 04-8, "The Effect of Contingently Convertible Instruments on Diluted Earnings Per Share." Under that guidance, because the terms of the new notes provide for settlement of the principal amount on conversion in cash rather than our common stock, exchanging new notes for old notes will allow us to exclude the portion of the conversion value of the new notes attributable to their principal amount from our computation of diluted earnings per share from continuing operations.

In June 2005, CERC Corp. replaced its \$250 million three-year revolving credit facility with a \$400 million five-year revolving credit facility. The new credit facility terminates on June 30, 2010. Borrowings under this facility may be made at the London interbank offered rate (LIBOR) plus 55 basis points, including the facility fee,

based on current credit ratings. An additional utilization fee of 10 basis points applies to borrowings whenever more than 50% of the facility is utilized. Changes in credit ratings could lower or raise the increment to LIBOR depending on whether ratings improved or were lowered.

#### REPEAL OF THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

On July 29, 2005, Congress passed the Energy Policy Act of 2005 (Energy Act), which President Bush is expected to sign in early August. Under that legislation, the Public Utility Holding Company Act of 1935 (1935 Act) is repealed six months after the enactment of the Energy Act. After the effective date of repeal, we and our subsidiaries will no longer be subject to restrictions imposed under the 1935 Act. Until the repeal is effective, we and our subsidiaries remain subject to the provisions of the 1935 Act and the terms of orders issued by the Securities and Exchange Commission (SEC) under the 1935 Act. The Energy Act transfers to the Federal Energy Regulatory Commission (FERC) certain functions performed by the SEC under the 1935 Act, including the requirement that holding companies and their subsidiaries maintain certain books and records and make them available for review by FERC and, through FERC, to state regulatory authorities. The Energy Act requires FERC to issue regulations to implement its jurisdiction under the Energy Act. It is presently unknown what, if any, specific obligations under those rules may be imposed on us and our subsidiaries as result of that rulemaking.

#### 2ND QUARTER 2005 HIGHLIGHTS

Our operating performance for the second quarter of 2005 compared to the second quarter of 2004 was affected by:

- increased operating income of \$10 million in our Pipelines and Gathering business segment primarily from increased demand for certain transportation and ancillary services and increased throughput and demand for services related to our core gas gathering operations;
- continued customer growth, with the addition of 95,000 metered electric and gas customers;
- an increase in other income of \$35 million for the second quarter of 2005 related to the return on our true-up balance; and
- a decrease in interest expense of \$10 million.

The above increases in operating performance were partially offset by:

- decreased operating income of \$5 million in our Electric Transmission & Distribution business segment primarily from increased state and local taxes and higher operation and maintenance expenses including the absence of a \$15 million partial reversal of a reserve related to the final fuel reconciliation recorded in the second quarter of 2004, partially offset by increased usage mainly due to weather, continued customer growth and higher transmission cost recovery; and
- decreased operating income of \$4 million in our Natural Gas Distribution business segment primarily due to increased depreciation expense.

CONSOLIDATED RESULTS OF OPERATIONS

All dollar amounts in the tables that follow are in millions, except for per share amounts.

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
Revenues .....	\$1,593	\$1,842	\$3,995	\$4,437
Expenses .....	1,407	1,656	3,569	3,975
Operating Income .....	186	186	426	462
Interest and Other Finance Charges .....	(198)	(189)	(391)	(371)
Other Income, net .....	10	48	14	84
Income (Loss) From Continuing Operations Before Income Taxes and Extraordinary Item .....	(2)	45	49	175
Income Tax Expense .....	(1)	(18)	(23)	(81)
Income (Loss) From Continuing Operations Before Extraordinary Item .....	(3)	27	26	94
Discontinued Operations, net of tax .....	60	(3)	105	(3)
Income Before Extraordinary Item .....	57	24	131	91
Extraordinary Item, net of tax .....	--	30	--	30
Net Income .....	\$ 57	\$ 54	\$ 131	\$ 121
BASIC EARNINGS PER SHARE:				
Income (Loss) From Continuing Operations Before Extraordinary Item .....	\$(0.01)	\$ 0.09	\$ 0.09	\$ 0.30
Discontinued Operations, net of tax .....	0.20	(0.01)	0.34	(0.01)
Extraordinary Item, net of tax .....	--	0.10	--	0.10
Net Income .....	\$ 0.19	\$ 0.18	\$ 0.43	\$ 0.39
DILUTED EARNINGS PER SHARE:				
Income (Loss) From Continuing Operations Before Extraordinary Item .....	\$(0.01)	\$ 0.09	\$ 0.08	\$ 0.28
Discontinued Operations, net of tax .....	0.20	(0.01)	0.34	(0.01)
Extraordinary Item, net of tax .....	--	0.08	--	0.08
Net Income .....	\$ 0.19	\$ 0.16	\$ 0.42	\$ 0.35

THREE MONTHS ENDED JUNE 30, 2005 COMPARED TO THREE MONTHS ENDED JUNE 30, 2004

Income from Continuing Operations. We reported income from continuing operations before extraordinary item of \$27 million (\$0.09 per diluted share) for the three months ended June 30, 2005 as compared to a \$3 million loss (\$0.01 per diluted share) for the same period in 2004. The increase in income from continuing operations of \$30 million was primarily due to increased operating income of \$10 million in our Pipelines and Gathering business segment resulting from increased demand for certain transportation and ancillary services as well as increased throughput and demand for services related to our core gas gathering operations, \$35 million of other income related to a return on the true-up balance of our Electric Transmission & Distribution business segment as a result of the True-Up Order and a \$10 million decrease in interest expense due to lower borrowing levels and lower borrowing costs reflecting the replacement of certain of our credit facilities. These increases were partially offset by decreased operating income of \$5 million in our Electric Transmission & Distribution business segment primarily from increased state and local taxes and higher operation and maintenance expenses including the absence of a \$15 million partial reversal of a reserve related to the final fuel reconciliation recorded in the second quarter of 2004, partially offset by increased usage mainly due to weather, continued customer growth and higher transmission cost recovery, as well as decreased operating income of \$4 million in our Natural Gas Distribution business segment primarily due to increased depreciation expense and increased income tax expense as discussed below.

Income Tax Expense. During the three months ended June 30, 2005, our effective tax rate was 39.3%. The most significant items affecting our effective tax rate in the second quarter of 2005 were an addition to the tax reserve of approximately \$12 million relating to the contention of the Internal Revenue Service (IRS) that the current deductions for original issue discount (OID) on our 2.0% Zero-Premium Exchangeable Subordinated Notes due

2029 (ZENS) be capitalized, potentially converting what would be ordinary deductions into capital losses at the time the ZENS are settled, partially offset by a favorable tax audit adjustment of \$10 million. We expect the reserve to increase by approximately \$12 million in each of the remaining two quarters.

#### SIX MONTHS ENDED JUNE 30, 2005 COMPARED TO SIX MONTHS ENDED JUNE 30, 2004

Income from Continuing Operations. We reported income from continuing operations before extraordinary item of \$94 million (\$0.28 per diluted share) for the six months ended June 30, 2005 as compared to \$26 million (\$0.08 per diluted share) for the same period in 2004. The increase in income from continuing operations of \$68 million was primarily due to increased operating income of \$29 million in our Pipelines and Gathering business segment resulting from increased demand for certain transportation and ancillary services as well as increased throughput and demand for services related to our core gas gathering operations, increased operating income of \$18 million in our Natural Gas Distribution business segment primarily due to rate increases, higher contributions from our competitive natural gas sales business, reduced pension and benefit costs and the absence of severance costs recorded in the first quarter of 2004, partially offset by milder weather, decreased throughput and increased depreciation, \$69 million of other income related to a return on the true-up balance of our Electric Transmission & Distribution business segment as a result of the True-Up Order, and a \$20 million decrease in interest expense due to lower borrowing levels and lower borrowing costs reflecting the replacement of certain of our credit facilities. The above increases were partially offset by decreased operating income of \$10 million in our Electric Transmission & Distribution business segment primarily from increased state and local taxes and higher operation and maintenance expenses including the absence of a \$15 million partial reversal of a reserve related to the final fuel reconciliation recorded in the second quarter of 2004, partially offset by increased usage mainly due to weather, continued customer growth and higher transmission cost recovery, as well as increased income tax expense as discussed below.

Income Tax Expense. During the six months ended June 30, 2005, our effective tax rate was 46.2%. The most significant item affecting our effective tax rate in the first six months of 2005 is an addition to the tax reserve of approximately \$22 million relating to the ZENS as discussed above.

#### INTEREST EXPENSE AND OTHER FINANCE CHARGES

In accordance with Emerging Issues Task Force Issue No. 87-24 "Allocation of Interest to Discontinued Operations," we have reclassified interest to discontinued operations of Texas Genco based on net proceeds received from the sale of Texas Genco of \$2.5 billion, and have applied the proceeds to the amount of debt assumed to be paid down in 2004 according to the terms of the respective credit facilities in effect for that period. In periods where only the term loan was assumed to be repaid, the actual interest paid on the term loan was reclassified. In periods where a portion of the revolver was assumed to be repaid, the percentage of that portion of the revolver to the total outstanding balance was calculated, and that percentage was applied to the actual interest paid in those periods to compute the amount of interest reclassified.

Total interest expense incurred was \$210 million and \$415 million for the three and six months ended June 30, 2004. We have reclassified \$12 million and \$24 million of interest expense for the three and six months ended June 30, 2004 based upon interest expense associated with debt that would have been required to be repaid as a result of our disposition of Texas Genco.

#### EXTRAORDINARY ITEM AND LOSS ON DISPOSAL OF TEXAS GENCO

Net income for both the three months and six months ended June 30, 2005 included an after-tax extraordinary gain of \$30 million (\$0.08 per diluted share) reflecting an adjustment to the extraordinary loss recorded in the last half of 2004 to write-down generation-related regulatory assets as a result of the final orders issued by the Texas Utility Commission.

Net income for the three months ended June 30, 2004 and 2005 included a net after-tax gain (loss) from discontinued operations of Texas Genco of \$60 million (\$0.20 per diluted share) and (\$3) million (\$0.01 per diluted share), respectively. Net income for the six months ended June 30, 2004 and 2005 included a net after tax gain (loss) from discontinued operations of Texas Genco of \$105 million (\$0.34 per diluted share) and (\$3) million (\$0.01 per diluted share), respectively.

RESULTS OF OPERATIONS BY BUSINESS SEGMENT

The following table presents operating income for each of our business segments for the three and six months ended June 30, 2004 and 2005. Some amounts from the previous year have been reclassified to conform to the 2005 presentation of the financial statements. These reclassifications do not affect consolidated net income.

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
	(IN MILLIONS)			
Electric Transmission & Distribution .....	\$127	\$122	\$212	\$202
Natural Gas Distribution .....	23	19	140	158
Pipelines and Gathering .....	42	52	87	116
Other Operations .....	(6)	(7)	(13)	(14)
Total Consolidated Operating Income .....	\$186	\$186	\$426	\$462

ELECTRIC TRANSMISSION & DISTRIBUTION

For information regarding factors that may affect the future results of operations of our Electric Transmission & Distribution business segment, please read "Risk Factors -- Risk Factors Affecting Our Electric Transmission & Distribution Business," " -- Risk Factors Associated with Our Consolidated Financial Condition" and "-- Other Risks" beginning on Page 51 in Item 5 of Part II of our Quarterly Report on Form 10-Q for the period ended June 30, 2005 filed on August 8, 2005.

The following tables provide summary data of our Electric Transmission & Distribution business segment for the three and six months ended June 30, 2004 and 2005:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
	(IN MILLIONS, EXCEPT CUSTOMER DATA)			
Electric transmission and distribution revenues .....	\$ 357	\$ 388	\$ 672	\$ 711
Electric transmission and distribution expenses:				
Operation and maintenance .....	125	153	258	291
Depreciation and amortization .....	63	64	123	128
Taxes other than income taxes .....	51	58	98	108
Total electric transmission and distribution expenses....	239	275	479	527
Operating Income - Electric transmission and distribution utility .....	118	113	193	184
Operating Income - Transition bond company (1) .....	9	9	19	18
Total Segment Operating Income .....	\$ 127	\$ 122	\$ 212	\$ 202
Actual gigawatt-hours (GWh) delivered:				
Residential .....	5,801	6,594	10,203	10,736
Total .....	18,545	18,956	34,065	34,783
Average number of metered customers:				
Residential .....	1,634,202	1,675,573	1,628,074	1,668,447
Total .....	1,856,846	1,904,090	1,849,762	1,895,556

(1) Represents the amount necessary to pay interest on the transition bonds.

THREE MONTHS ENDED JUNE 30, 2005 COMPARED TO THREE MONTHS ENDED JUNE 30, 2004

Our Electric Transmission & Distribution business segment reported operating income of \$122 million for the three months ended June 30, 2005, consisting of \$113 million for the regulated electric transmission and distribution utility and \$9 million for the transition bond company. For the three months ended June 30, 2004, operating income totaled \$127 million, consisting of \$118 million for the regulated electric transmission and distribution utility and \$9 million for the transition bond company. Operating revenues increased primarily from increased usage mainly due to warmer weather (\$14 million), continued customer growth (\$8 million) with the addition of 48,000 metered customers since June 2004 and higher transmission cost recovery (\$4 million). The increase in operating revenues was more than offset by higher

transmission costs (\$3 million), higher tree trimming costs for preventive

maintenance (\$4 million), increased state and local taxes (\$7 million) and the absence of a \$15 million partial reversal of a reserve related to the final fuel reconciliation recorded in 2004.

SIX MONTHS ENDED JUNE 30, 2005 COMPARED TO SIX MONTHS ENDED JUNE 30, 2004

Our Electric Transmission & Distribution business segment reported operating income of \$202 million for the six months ended June 30, 2005, consisting of \$184 million for the regulated electric transmission and distribution utility and \$18 million for the transition bond company. For the six months ended June 30, 2004, operating income totaled \$212 million, consisting of \$193 million for the regulated electric transmission and distribution utility and \$19 million for the transition bond company. Operating revenues increased primarily from increased usage mainly due to warmer weather (\$9 million), continued customer growth (\$15 million) with the addition of 48,000 metered customers since June 2004 and higher transmission cost recovery (\$8 million). The increase in operating revenues was more than offset by higher transmission costs (\$8 million), higher tree trimming costs for preventive maintenance (\$6 million), the absence of a \$15 million partial reversal of a reserve related to the final fuel reconciliation recorded in 2004, increased state and local taxes (\$10 million) and higher depreciation expense (\$5 million), partially offset by reduced benefits expense (\$7 million).

NATURAL GAS DISTRIBUTION

For information regarding factors that may affect the future results of operations of our Natural Gas Distribution business segment, please read "Risk Factors -- Risk Factors Affecting Our Natural Gas Distribution and Pipelines and Gathering Businesses," " -- Risk Factors Associated with Our Consolidated Financial Condition" and "-- Other Risks" beginning on page 51 in Item 5 of Part II of our Quarterly Report on Form 10-Q for the period ended June 30, 2005 filed on August 8, 2005.

The following table provides summary data of our Natural Gas Distribution business segment for the three and six months ended June 30, 2004 and 2005:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
(IN MILLIONS, EXCEPT CUSTOMER DATA)				
Revenues .....	\$ 1,138	\$ 1,340	\$ 3,143	\$ 3,503
Expenses:				
Natural gas .....	920	1,123	2,583	2,931
Operation and maintenance .....	133	133	283	273
Depreciation and amortization .....	35	39	70	77
Taxes other than income taxes .....	27	26	67	64
Total expenses .....	1,115	1,321	3,003	3,345
Operating Income .....	\$ 23	\$ 19	\$ 140	\$ 158
Throughput (in billion cubic feet (Bcf)):				
Residential .....	21	21	106	98
Commercial and industrial .....	49	43	132	120
Non-rate regulated .....	167	148	306	331
Elimination (1) .....	(63)	(29)	(73)	(78)
Total Throughput .....	174	183	471	471
Average number of customers:				
Residential .....	2,793,297	2,833,773	2,802,379	2,842,645
Commercial and industrial .....	242,111	246,032	244,388	247,429
Non-rate regulated .....	6,265	6,533	6,228	6,522
Total .....	3,041,673	3,086,338	3,052,995	3,096,596

(1) Elimination of intrasegment sales.

THREE MONTHS ENDED JUNE 30, 2005 COMPARED TO THREE MONTHS ENDED JUNE 30, 2004

Our Natural Gas Distribution business segment reported operating income of \$19 million for the three months ended June 30, 2005 as compared to \$23 million for the same period in 2004. Increases in operating income from rate increases (\$5 million) and increased contributions from our competitive natural gas sales business (\$1 million)

were more than partially offset by the impact of decreased throughput net of continued customer growth with the addition of approximately 47,000 customers since June 2004 (\$5 million) and increased depreciation expense primarily due to higher plant balances (\$4 million). Decreases in operation and maintenance expenses primarily from lower employee benefit expenses (\$7 million) and the capitalization of previously incurred restructuring expenses as allowed by a recent regulatory order from the Railroad Commission of Texas (\$4 million) offset other expense increases (\$11 million).

SIX MONTHS ENDED JUNE 30, 2005 COMPARED TO SIX MONTHS ENDED JUNE 30, 2004

Our Natural Gas Distribution business segment reported operating income of \$158 million for the six months ended June 30, 2005 as compared to \$140 million for the same period in 2004. Increases in operating income from rate increases (\$16 million) and increased contributions from our competitive natural gas sales business (\$4 million) were partially offset by the impact of milder weather and decreased throughput net of continued customer growth with the addition of approximately 47,000 customers since June 2004 (\$10 million). Operation and maintenance expense decreased \$10 million. Excluding an \$8 million charge recorded in the first quarter of 2004 for severance costs associated with staff reductions, which has reduced costs in later periods, operation and maintenance expenses decreased by \$2 million primarily due to lower employee benefit expenses (\$11 million) and the capitalization of previously incurred restructuring expenses as discussed above (\$4 million), which more than offset other expense increases (\$13 million). These net increases to operating income were partially offset by increased depreciation expense primarily due to higher plant balances (\$7 million).

PIPELINES AND GATHERING

For information regarding factors that may affect the future results of operations of our Pipelines and Gathering business segment, please read "Risk Factors -- Risk Factors Affecting Our Natural Gas Distribution and Pipelines and Gathering Businesses," " -- Risk Factors Associated with Our Consolidated Financial Condition" and "-- Other Risks" beginning on page 51 in Item 5 of Part II of our Quarterly Report on Form 10-Q for the period ended June 30, 2005 filed on August 8, 2005.

The following table provides summary data of our Pipelines and Gathering business segment for the three and six months ended June 30, 2004 and 2005:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
	----	----	----	----
	(IN MILLIONS)			
Revenues .....	\$113	\$125	\$216	\$246
	----	----	----	----
Expenses:				
Natural gas .....	18	18	28	25
Operation and maintenance .....	37	40	70	74
Depreciation and amortization ...	11	11	22	22
Taxes other than income taxes ...	5	4	9	9
	----	----	----	----
Total expenses .....	71	73	129	130
	----	----	----	----
Operating Income .....	\$ 42	\$ 52	\$ 87	\$116
	====	====	====	====
Throughput (in Bcf):				
Natural Gas Sales .....	4	3	7	4
Transportation .....	207	230	477	501
Gathering .....	79	87	154	170
Elimination (1) .....	(3)	(2)	(5)	(3)
	----	----	----	----
Total Throughput .....	287	318	633	672
	====	====	====	====

(1) Elimination of volumes both transported and sold.

THREE MONTHS ENDED JUNE 30, 2005 COMPARED TO THREE MONTHS ENDED JUNE 30, 2004

Our Pipelines and Gathering business segment reported operating income of \$52 million for the three months ended June 30, 2005 compared to \$42 million for the same period in 2004. Operating margins (revenues less natural gas costs) increased by \$12 million primarily due to increased demand for certain transportation and ancillary

services (\$7 million) and increased throughput and demand for services related to our core gas gathering operations (\$9 million).

SIX MONTHS ENDED JUNE 30, 2005 COMPARED TO SIX MONTHS ENDED JUNE 30, 2004

Our Pipelines and Gathering business segment reported operating income of \$116 million for the six months ended June 30, 2005 compared to \$87 million for the same period in 2004. Operating margins (revenues less natural gas costs) increased by \$33 million primarily due to increased demand for certain transportation and ancillary services (\$18 million) and increased throughput and demand for services related to our core gas gathering operations (\$14 million). Additionally, operation and maintenance expenses increased by \$4 million primarily due to increased pipeline integrity compliance expenses.

OTHER OPERATIONS

The following table shows the operating loss of our Other Operations business segment for the three and six months ended June 30, 2004 and 2005:

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2004	2005	2004	2005
	----	----	----	----
	(IN MILLIONS)			
Revenues .....	\$ 3	\$ 4	\$ 6	\$ 11
Expenses .....	9	11	19	25
	---	---	---	---
Operating Loss ...	\$(6)	\$(7)	\$(13)	\$(14)
	===	===	===	===

DISCONTINUED OPERATIONS

In July 2004, we announced our agreement to sell our majority owned subsidiary, Texas Genco, to Texas Genco LLC. On December 15, 2004, Texas Genco completed the sale of its fossil generation assets (coal, lignite and gas-fired plants) to Texas Genco LLC for \$2.813 billion in cash. Following the sale, Texas Genco, whose principal remaining asset was its ownership interest in a nuclear generating facility, distributed \$2.231 billion in cash to us. The final step of the transaction, the merger of Texas Genco with a subsidiary of Texas Genco LLC in exchange for an additional cash payment to us of \$700 million, was completed on April 13, 2005.

We recorded after-tax income of \$60 million and \$105 million for the three and six months ended June 30, 2004, respectively, related to the operations of Texas Genco. We recorded an after-tax loss of \$3 million for each of the three and six month periods ended June 30, 2005. General corporate overhead, previously allocated to Texas Genco from CenterPoint Energy, was \$5 million and \$10 million for the three and six months ended June 30, 2004, respectively, and was less than \$1 million for each of the three and six month periods ended June 30, 2005. These amounts will not be eliminated by the sale of Texas Genco and were excluded from income from discontinued operations and reflected as general corporate overhead of CenterPoint Energy in income from continuing operations in accordance with Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (SFAS No. 144). The Interim Financial Statements present these operations as discontinued operations in accordance with SFAS No. 144. Interest expense of \$12 million and \$24 million for the three and six months ended June 30, 2004, respectively, was reclassified to discontinued operations of Texas Genco related to the applicable amounts of CenterPoint Energy's term loan and revolving credit facility debt that would have been assumed to be paid off with any proceeds from the sale of Texas Genco during those respective periods in accordance with SFAS No. 144.

CERTAIN FACTORS AFFECTING FUTURE EARNINGS

For information on other developments, factors and trends that may have an impact on our future earnings, please read "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Certain Factors Affecting Future Earnings" in Item 7 of Part II of the Annual Report on Form 10-K of CenterPoint Energy for the year ended December 31, 2004 filed on March 16, 2005 (CenterPoint Energy Form 10-K), which is incorporated herein by reference, and "Risk Factors" beginning on page 51 in Item 5 of Part II of our Quarterly Report on Form 10-Q for the period ended June 30, 2005 filed on August 8, 2005.

LIQUIDITY AND CAPITAL RESOURCES

HISTORICAL CASH FLOWS

The following table summarizes the net cash provided by (used in) operating, investing and financing activities for the six months ended June 30, 2004 and 2005:

	SIX MONTHS ENDED JUNE 30,	
	-----	-----
	2004	2005
	-----	-----
	(IN MILLIONS)	
Cash provided by (used in):		
Operating activities .....	\$ 692	\$ 17
Investing activities .....	(397)	412
Financing activities .....	(286)	(185)

CASH PROVIDED BY OPERATING ACTIVITIES

Net cash provided by operating activities in the first six months of 2005 decreased \$675 million compared to the same period in 2004 primarily due to decreased cash provided by Texas Genco of \$243 million and increased tax payments of \$423 million, the majority of which related to the tax payment associated with the sale of Texas Genco, offset by increased operating income, higher net accounts receivable/payable due to higher gas prices in 2005 as compared to 2004 and the termination of excess mitigation credits effective April 29, 2005.

CASH PROVIDED BY INVESTING ACTIVITIES

Net cash provided by investing activities increased \$809 million in the first six months of 2005 as compared to the same period in 2004 primarily due to \$700 million in proceeds received from the sale of our remaining interest in Texas Genco and cash of Texas Genco of \$163 million, partially offset by increased capital expenditures of \$64 million.

CASH USED IN FINANCING ACTIVITIES

In the first six months of 2005, debt payments exceeded net loan proceeds by \$112 million. During the first six months of 2004, debt payments exceeded net loan proceeds by \$224 million.

FUTURE SOURCES AND USES OF CASH

Our liquidity and capital requirements are affected primarily by our results of operations, capital expenditures, debt service requirements, tax payments, working capital needs, various regulatory actions and appeals relating to such regulatory actions. Our principal cash requirements for the last six months of 2005 include the following:

- approximately \$419 million of capital expenditures;
- dividend payments on CenterPoint Energy common stock and debt service payments; and
- \$1.7 billion of maturing long-term debt, including \$31 million of transition bonds and \$325 million of CERC's senior notes which were repaid in July 2005.

We expect that borrowings under our credit facilities and anticipated cash flows from operations will be sufficient to meet our cash needs for 2005. Cash needs may also be met by issuing securities in the capital markets. CenterPoint Houston's \$1.31 billion term loan, maturing in November 2005, requires the proceeds from the issuance of transition bonds to be used to reduce the term loan unless refused by the lenders. CenterPoint Houston's \$1.31 billion credit facility may be utilized to refinance the \$1.31 billion term loan at maturity. Under this facility, CenterPoint Houston must repay borrowings under the facility with (i) 100% of the net proceeds from the issuance of transition bonds and (ii) the proceeds, in excess of \$200 million, from certain other new net indebtedness for borrowed money incurred by CenterPoint Houston.

The 1935 Act regulates our financing ability, as more fully described in "-- Certain Contractual and Regulatory Limits on Ability to Issue Securities, Borrow Money and Pay Dividends on Our Common Stock" below.

Off-Balance Sheet Arrangements. Other than operating leases, we have no off-balance sheet arrangements. However, we do participate in a receivables factoring arrangement. CERC Corp. has a bankruptcy remote subsidiary, which we consolidate, which was formed for the sole purpose of buying receivables created by CERC and selling those receivables to an unrelated third-party. This transaction is accounted for as a sale of receivables under the provisions of SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," and, as a result, the related receivables are excluded from the Consolidated Balance Sheet. In January 2005, the \$250 million facility was extended to January 2006 and temporarily increased, for the period from January 2005 to June 2005, to \$375 million. As of June 30, 2005, CERC had \$181 million of advances under its receivables facility.

Credit Facilities. In June 2005, CERC Corp. replaced its \$250 million three-year revolving credit facility with a \$400 million five-year revolving credit facility. The new credit facility terminates on June 30, 2010. Borrowings under this facility may be made at the London interbank offered rate (LIBOR) plus 55 basis points, including the facility fee, based on current credit ratings. An additional utilization fee of 10 basis points applies to borrowings whenever more than 50% of the facility is utilized. Changes in credit ratings could lower or raise the increment to LIBOR depending on whether ratings improved or were lowered.

In March 2005, we replaced our \$750 million revolving credit facility with a \$1 billion five-year revolving credit facility. Borrowings may be made under the facility at LIBOR plus 100 basis points based on current credit ratings. An additional utilization fee of 12.5 basis points applies to borrowings whenever more than 50% of the facility is utilized. Changes in credit ratings could lower or raise the increment to LIBOR depending on whether ratings improved or were lowered. The facility contains covenants, including a debt to earnings before interest, taxes, depreciation and amortization (EBITDA) covenant and an EBITDA to interest covenant.

Borrowings under our credit facility are available upon customary terms and conditions for facilities of this type, including a requirement that we represent, except as described below, that no "material adverse change" has occurred at the time of a new borrowing under this facility. A "material adverse change" is defined as the occurrence of a material adverse change in our ability to perform our obligations under the facility but excludes any litigation related to the True-Up Order. The base line for any determination of a relative material adverse change is our most recently audited financial statements. At any time after the first time our credit ratings reach at least BBB by Standard & Poor's Ratings Services, a division of The McGraw Hill Companies (S&P), and Baa2 by Moody's Investors Service, Inc. (Moody's), BBB+ by S&P and Baa3 by Moody's, or BBB- by S&P and Baa1 by Moody's, or if the drawing is to retire maturing commercial paper, we are not required to represent as a condition to such drawing that no material adverse change has occurred or that no litigation expected to have a material adverse effect has occurred. Due to restrictions imposed on us under our June 29, 2005 financing order under the 1935 Act, we may not be able to draw the full amount of our credit agreement without further authorization from the SEC because such borrowings would reduce our common equity capitalization ratio below its level as of March 31, 2005. We do not expect this limitation to constrain our borrowings beyond the end of 2005 based on current projections. Additionally, these restrictions will no longer be applicable upon the effective date of the repeal of the 1935 Act. For a discussion of these restrictions, see "-- Certain Contractual and Regulatory Limits on Ability to Issue Securities, Borrow Money and Pay Dividends on Our Common Stock" below.

Also in March 2005, CenterPoint Houston established a \$200 million five-year revolving credit facility. Borrowings may be made under the facility at LIBOR plus 75 basis points based on CenterPoint Houston's current credit rating. An additional utilization fee of 12.5 basis points applies to borrowings whenever more than 50% of the facility is utilized. Changes in credit ratings could lower or raise the increment to LIBOR depending on whether ratings improved or were lowered.

CenterPoint Houston also established a \$1.31 billion credit facility in March 2005. This facility is available to be utilized only to refinance CenterPoint Houston's \$1.31 billion term loan maturing in November 2005 in the event that proceeds from the issuance of transition bonds are not sufficient to repay such term loan. Due to the pending appeal of the Texas Utility Commission's financing order, it is unlikely that proceeds from the sale of transition bonds would be received prior to November 2005. Drawings may be made under this credit facility until November 2005, at which time any outstanding borrowings are converted to term loans maturing in November 2007. Under this facility, (i) 100% of the net proceeds from the issuance of transition bonds and (ii) the proceeds, in excess of \$200 million, from certain other new net indebtedness for borrowed money incurred by CenterPoint Houston must be used to repay borrowings under the facility. Based on CenterPoint Houston's current credit ratings, borrowings under the facility may be made at LIBOR plus 75 basis points. The interest rate under the term loan which this facility would replace is LIBOR plus 975 basis points. Changes in credit ratings could lower or raise the increment



to LIBOR depending on whether ratings improved or were lowered. Any drawings under this facility must be secured by CenterPoint Houston's general mortgage bonds in the same principal amount and bearing the same interest rate as such drawings.

CERC Corp.'s \$400 million credit facility contains covenants, including a total debt to capitalization covenant of 65% and an EBITDA to interest covenant. CenterPoint Houston's \$200 million and \$1.31 billion credit facilities each contain covenants, including a debt (excluding transition bonds) to total capitalization covenant of 68% and an EBITDA to interest covenant. Borrowings under CERC Corp.'s \$400 million credit facility and CenterPoint Houston's \$200 million credit facility and its \$1.31 billion credit facility are available notwithstanding that a material adverse change has occurred or litigation that could be expected to have a material adverse effect has occurred, so long as other customary terms and conditions are satisfied.

As of August 1, 2005, we had the following credit facilities (in millions):

DATE EXECUTED	COMPANY	SIZE OF FACILITY	AMOUNT UTILIZED AT AUGUST 1, 2005	TERMINATION DATE
March 7, 2005	CenterPoint Energy	\$1,000	\$152 (1)	March 7, 2010
March 7, 2005	CenterPoint Houston	200	--	March 7, 2010
March 7, 2005	CenterPoint Houston	1,310	--	(2)
June 30, 2005	CERC Corp.	400	--	June 30, 2010

(1) Includes \$27 million of outstanding letters of credit and \$125 million of commercial paper backstopped by the credit facility.

(2) Revolver until November 2005 with two-year term-out of borrowed moneys.

The \$1 billion CenterPoint Energy credit facility backstops a \$1 billion commercial paper program under which CenterPoint Energy began issuing commercial paper in June 2005. No commercial paper was outstanding as of June 30, 2005. The commercial paper is rated "Not Prime" by Moody's, "A-3" by S&P and "F3" by Fitch, Inc. (Fitch). We cannot assure you that these ratings, or the credit ratings set forth below in "-- Impact on Liquidity of a Downgrade in Credit Ratings," will remain in effect for any given period of time or that one or more of these ratings will not be lowered or withdrawn entirely by a rating agency. We note that these credit ratings are not recommendations to buy, sell or hold our securities and may be revised or withdrawn at any time by the rating agency. Each rating should be evaluated independently of any other rating. Any future reduction or withdrawal of one or more of our credit ratings could have a material adverse impact on our ability to obtain short- and long-term financing, the cost of such financings and the execution of our commercial strategies.

Securities Registered with the SEC. At June 30, 2005, CenterPoint Energy had a shelf registration statement covering senior debt securities, preferred stock and common stock aggregating \$1 billion and CERC Corp. had a shelf registration statement covering \$50 million principal amount of debt securities.

Temporary Investments. On June 30, 2005, we had temporary investments of \$366 million. CERC Corp.'s temporary external investments were reduced by \$325 million in July 2005 when the proceeds from the liquidation of such investments were used to pay maturing debt of CERC Corp. As of August 1, 2005, CERC Corp. had temporary investments in a money market fund of \$9 million. Such investments may be utilized to meet the cash flow needs of CERC Corp.

Money Pool. We have a "money pool" through which our participating subsidiaries can borrow or invest on a short-term basis. Funding needs are aggregated and external borrowing or investing is based on the net cash position. The net funding requirements of the money pool are expected to be met with borrowings under CenterPoint Energy's revolving credit facility.

The terms of the money pool are in accordance with requirements applicable to registered public utility holding companies under the 1935 Act and under an order from the SEC relating to our financing activities and those of our subsidiaries on June 29, 2005 (June 2005 Financing Order). This order expires in June 2008.

Impact on Liquidity of a Downgrade in Credit Ratings. On July 22, 2005, Moody's upgraded certain of our credit ratings, including our senior unsecured debt to Ba1 from Ba2. Moody's also upgraded the ratings of CERC

Corp., including its senior unsecured debt to Baa3 from Bal. These rating actions included the review for possible upgrade that was initiated on March 24, 2005.

As of August 1, 2005, Moody's, S&P, and Fitch had assigned the following credit ratings to senior debt of CenterPoint Energy and certain subsidiaries:

COMPANY/INSTRUMENT	MOODY'S		S&P		FITCH	
	RATING	OUTLOOK(1)	RATING	OUTLOOK(2)	RATING	OUTLOOK(3)
CenterPoint Energy Senior Unsecured Debt .....	Ba1	Stable	BBB-	Negative	BBB-	Stable
CenterPoint Houston Senior Secured Debt (First Mortgage Bonds).....	Baa2	Stable	BBB	Negative	BBB+	Stable
CERC Corp. Senior Debt.....	Baa3	Stable	BBB	Negative	BBB	Stable

- (1) A "stable" outlook from Moody's indicates that Moody's does not expect to put the rating on review for an upgrade or downgrade within 18 months from when the outlook was assigned or last affirmed.
- (2) An S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate to longer term.
- (3) A "stable" outlook from Fitch encompasses a one-to-two-year horizon as to the likely ratings direction.

A decline in credit ratings could increase borrowing costs under our \$1 billion credit facility, CenterPoint Houston's \$200 million credit facility and its \$1.31 billion credit facility and CERC's \$400 million revolving credit facility. A decline in credit ratings would also increase the interest rate on long-term debt to be issued in the capital markets and would negatively impact our ability to complete capital market transactions. If we were unable to maintain an investment-grade rating from at least one rating agency, as a registered public utility holding company we would be required to obtain further approval from the SEC for any additional capital markets transactions as more fully described in "-- Certain Contractual and Regulatory Limits on Ability to Issue Securities, Borrow Money and Pay Dividends on Our Common Stock" below. Additionally, a decline in credit ratings could increase cash collateral requirements and reduce margins of our Natural Gas Distribution business segment.

As described above under "-- Credit Facilities," our revolving credit facility contains a "material adverse change" clause that could impact our ability to make new borrowings under this facility. CenterPoint Houston's \$200 million credit facility, CenterPoint Houston's \$1.3 billion facility and CERC Corp.'s \$400 million credit facility do not contain material adverse change clauses with respect to borrowings.

In September 1999, we issued 2.0% Zero-Premium Exchangeable Subordinated Notes due 2029 (ZENS) having an original principal amount of \$1.0 billion. Each ZENS note is exchangeable at the holder's option at any time for an amount of cash equal to 95% of the market value of the reference shares of Time Warner Inc. (TW Common) attributable to each ZENS note. If our creditworthiness were to drop such that ZENS note holders thought our liquidity was adversely affected or the market for the ZENS notes were to become illiquid, some ZENS note holders might decide to exchange their ZENS notes for cash. Funds for the payment of cash upon exchange could be obtained from the sale of the shares of TW Common that we own or from other sources. We own shares of TW Common equal to 100% of the reference shares used to calculate our obligation to the holders of the ZENS notes. ZENS note exchanges result in a cash outflow because deferred tax liabilities related to the ZENS notes and TW Common shares become current tax obligations when ZENS notes are exchanged and TW Common shares are sold.

CenterPoint Energy Services, Inc. (formerly CenterPoint Energy Gas Services, Inc.) (CES), a wholly owned subsidiary of CERC Corp., provides comprehensive natural gas sales and services to industrial and commercial customers, electric generators and natural gas utilities throughout the central United States. In order to hedge its exposure to natural gas prices, CES has agreements with provisions standard for the industry that establish credit thresholds and require a party to provide additional collateral on two business days' notice when that party's rating or the rating of a credit support provider for that party (CERC Corp. in this case) falls below those levels. We estimate that as of June 30, 2005, unsecured credit limits extended to CES by counterparties could aggregate \$105 million; however, utilized credit capacity is significantly lower. In addition, CERC and its subsidiaries purchase natural gas under supply agreements that contain an aggregate credit threshold of \$100 million based on CERC's S&P Senior Unsecured Long-Term Debt rating of BBB. Upgrades and downgrades from this BBB rating will increase and decrease the aggregate credit threshold accordingly.



Cross Defaults. Under our revolving credit facility, a payment default on, or a non-payment default that permits acceleration of, any indebtedness exceeding \$50 million by us or any of our significant subsidiaries will cause a default. Pursuant to the indenture governing our senior notes, a payment default by us, CERC Corp. or CenterPoint Houston in respect of, or an acceleration of, borrowed money and certain other specified types of obligations, in the aggregate principal amount of \$50 million will cause a default. As of August 1, 2005, we had issued five series of senior notes aggregating \$1.4 billion in principal amount under this indenture. A default by CenterPoint Energy would not trigger a default under our subsidiaries' debt instruments or bank credit facilities.

Other Factors that Could Affect Cash Requirements. In addition to the above factors, our liquidity and capital resources could be affected by:

- cash collateral requirements that could exist in connection with certain contracts, including gas purchases, gas price hedging and gas storage activities of our Natural Gas Distribution business segment, particularly given gas price levels and volatility;
- acceleration of payment dates on certain gas supply contracts under certain circumstances, as a result of increased gas prices and concentration of suppliers;
- increased costs related to the acquisition of gas for storage;
- increases in interest expense in connection with debt refinancings and borrowings under credit facilities;
- various regulatory actions;
- the ability of RRI and its subsidiaries to satisfy their obligations as the principal customers of CenterPoint Houston and in respect of RRI's indemnity obligations to us and our subsidiaries; and
- various of the risks identified under "Risk Factors" beginning on page 51 in Item 5 of Part II of our Quarterly Report on Form 10-Q for the period ended June 30, 2005 filed on August 8, 2005.

Certain Contractual and Regulatory Limits on Our Ability to Issue Securities, Borrow Money and Pay Dividends on Our Common Stock. The secured term loan and each of the credit facilities of CenterPoint Houston limits CenterPoint Houston's debt, excluding transition bonds, as a percentage of its total capitalization to 68%. CERC Corp.'s bank facility and its receivables facility limit CERC's debt as a percentage of its total capitalization to 65% and 60%, respectively, and contain an EBITDA to interest covenant. Our \$1 billion credit facility contains a debt to EBITDA covenant and an EBITDA to interest covenant. CenterPoint Houston's \$1.31 billion and \$200 million credit facilities also contain an EBITDA to interest covenant.

We are a registered public utility holding company under the 1935 Act. The 1935 Act and related rules and regulations impose a number of restrictions on our activities and those of our subsidiaries. The 1935 Act, among other things, limits our ability and the ability of our regulated subsidiaries to issue debt and equity securities without prior authorization, restricts the source of dividend payments to current and retained earnings without prior authorization, regulates sales and acquisitions of certain assets and businesses and governs affiliated service, sales and construction contracts. On July 29, 2005 Congress passed the Energy Act, which President Bush is expected to sign in early August. Under that legislation, the 1935 Act is repealed six months after the enactment of the Energy Act. After the effective date of repeal, we and our subsidiaries will no longer be subject to restrictions imposed under the 1935 Act. Until the repeal is effective, we and our subsidiaries remain subject to the provisions of the 1935 Act and the terms of orders issued by the SEC under the 1935 Act. The Energy Act transfers to the FERC certain functions performed by the SEC under the 1935 Act, including the requirement that holding companies and their subsidiaries maintain certain books and records and make them available for review by FERC and, through FERC, to state regulatory authorities. The Energy Act requires FERC to issue regulations to implement its jurisdiction under the Energy Act. It is presently unknown what, if any, specific obligations under those rules may be imposed on us and our subsidiaries as result of that rulemaking.

The June 2005 Financing Order is effective until June 30, 2008. This order establishes limits on the amount of external debt and equity securities that can be issued by us and our regulated subsidiaries without additional authorization but generally permits us to refinance our existing obligations and those of our regulated subsidiaries. Each of us and our subsidiaries is in compliance with the authorized limits. Discussed below are the incremental amounts of debt and equity that we are authorized to issue. The order also generally permits utilization of undrawn

credit facilities at CenterPoint Energy, CenterPoint Houston and CERC. However, due to the restrictions contained in the order regarding our equity level as described below, we may be unable to draw the full amount of our credit agreement for other than refinancing purposes without further authorization from the SEC. We do not expect this limitation to constrain our borrowings beyond the end of 2005 based on current projections. Unless we obtain a further order from the SEC, as of July 31, 2005:

- We are not authorized to issue any additional debt or preferred securities;
- CenterPoint Houston is authorized to issue an aggregate \$16 million of debt or preferred securities; and
- CERC is authorized to issue an additional \$367 million of debt or preferred securities.

In the June 2005 Financing Order, the SEC "reserved jurisdiction" over a number of matters, meaning that an order will be required from the SEC before we may conduct those activities. However, an order regarding the activities over which the SEC has reserved jurisdiction generally can be issued by the SEC more quickly than orders on other matters, although there is no assurance that a release of jurisdiction will be granted on a given matter or the terms under which such an order may be issued. In the June 2005 Financing Order, the SEC reserved jurisdiction over all authority otherwise granted if our common equity ratio falls below its level as of March 31, 2005 (11.4%, net of securitization debt) or if the common equity ratio of either CERC or CenterPoint Houston (net of securitization debt) falls below 30%. Among the other transactions over which the SEC reserved jurisdiction are: (i) issuance of securities by us or any of our subsidiaries unless our and the issuer's other securities which are rated have an investment grade rating from at least one nationally recognized statistical rating organization, (ii) further investment in inactive subsidiaries and (iii) payment of dividends by us from capital or unearned surplus. The June 2005 Financing Order also contains certain requirements for interest rates, maturities, issuance expenses and use of proceeds in connection with securities issued by us or any of our subsidiaries. So long as our common equity is less than 30% of our capitalization, the SEC also reserved jurisdiction over the use of proceeds from authorized financings for the acquisition of additional energy-related or gas-related companies. Finally, the SEC reserved jurisdiction over the issuance of \$500 million in incremental debt by each of us, CenterPoint Houston and CERC. The total authorized amount of debt and preferred securities that could be outstanding during the authorization period, including the amounts over which the SEC has reserved jurisdiction and undrawn amounts under revolving credit facilities, are: \$4.334 billion for us, \$4.280 billion for CenterPoint Houston and \$3.256 billion for CERC. The foregoing and the following restrictions contained in the June 2005 Financing Order, along with other restrictions contained in that order, will cease to apply to us on the effective date of repeal of the 1935 Act.

The 1935 Act limits the payment of dividends to payment from current and retained earnings unless specific authorization is obtained to pay dividends from other sources. As discussed above, the SEC has reserved jurisdiction over payment of \$300 million of dividends from CenterPoint Energy's unearned surplus or capital. Further authorization would be required to make those payments. As of June 30, 2005, we had an accumulated deficit on our Condensed Consolidated Balance Sheet. On January 26, 2005, our board of directors declared a dividend of \$0.10 per share of common stock payable on March 10, 2005 to shareholders of record as of the close of business on February 16, 2005. On March 3, 2005, our board of directors declared a dividend of \$0.10 per share of common stock payable on March 31, 2005 to shareholders of record as of the close of business on March 16, 2005. This additional first quarter dividend was declared in lieu of the regular second quarter dividend to address technical restrictions that might have limited our ability to pay a regular dividend during the second quarter of this year. Due to the limitations imposed under the 1935 Act, we may declare and pay dividends only from earnings in the specific quarter in which the dividend is paid, absent specific authorization from the SEC approving payment of the quarterly dividend from capital or unearned surplus. There can be no assurance, however, that the SEC would authorize such payments. As a result of the seasonal nature of our utility businesses, the first quarter is generally the strongest quarter for our gas distribution business. On June 2, 2005, our board of directors declared a dividend of \$0.07 per share of common stock payable on June 30, 2005 to shareholders of record as of the close of business on June 15, 2005. Although dividends are subject to consideration and approval of our Board of Directors, subject to the Board's determination, we currently intend to pay a 2005 annual dividend of \$0.40 per share in keeping with our historic levels and subject to remaining in compliance with the dividend payment limitations imposed under the 1935 Act.

In addition, the SEC generally expects registered holding companies to achieve a ratio of common equity to total capitalization of 30%. At June 30, 2005, our ratio was 13% (excluding transition bonds). Accordingly, we may issue equity and take other actions to achieve a future equity capitalization of 30%. The June 2005 Financing Order also requires that CenterPoint Houston and CERC maintain a ratio of common equity to total capitalization of 30%,



although the SEC has permitted the percentage to be below this level for other companies taking into account non-recourse securitization debt as a component of capitalization. At June 30, 2005, their ratios were 43% (excluding transition bonds) and 53%, respectively.

Other Factors Affecting the Upstreaming of Cash from Subsidiaries. CenterPoint Houston's term loan, subject to certain exceptions, limits the application of proceeds, in excess of \$200 million, from capital markets transactions and certain other borrowing transactions by CenterPoint Houston to repayment of debt existing in November 2002.

CenterPoint Houston plans to distribute recovery of the true-up components not used to repay CenterPoint Houston's indebtedness to us through the payment of dividends. CenterPoint Houston requires SEC action to approve any dividends in excess of its current and retained earnings. To maintain CenterPoint Houston's capital structure at the appropriate levels, we may reinvest funds in CenterPoint Houston in the form of equity contributions or intercompany loans.

#### CRITICAL ACCOUNTING POLICIES

A critical accounting policy is one that is both important to the presentation of our financial condition and results of operations and requires management to make difficult, subjective or complex accounting estimates. An accounting estimate is an approximation made by management of a financial statement element, item or account in the financial statements. Accounting estimates in our historical consolidated financial statements measure the effects of past business transactions or events, or the present status of an asset or liability. The accounting estimates described below require us to make assumptions about matters that are highly uncertain at the time the estimate is made. Additionally, different estimates that we could have used or changes in an accounting estimate that are reasonably likely to occur could have a material impact on the presentation of our financial condition or results of operations. The circumstances that make these judgments difficult, subjective and/or complex have to do with the need to make estimates about the effect of matters that are inherently uncertain. Estimates and assumptions about future events and their effects cannot be predicted with certainty. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments. These estimates may change as new events occur, as more experience is acquired, as additional information is obtained and as our operating environment changes. Our significant accounting policies are discussed in Note 2 to our consolidated financial statements in Amendment No. 2 to the CenterPoint Energy Form 10-K filed on January 10, 2006. We believe the following accounting policies involve the application of critical accounting estimates. Accordingly, these accounting estimates have been reviewed and discussed with the audit committee of the board of directors.

#### ACCOUNTING FOR RATE REGULATION

SFAS No. 71, "Accounting for the Effects of Certain Types of Regulation" (SFAS No. 71), provides that rate-regulated entities account for and report assets and liabilities consistent with the recovery of those incurred costs in rates if the rates established are designed to recover the costs of providing the regulated service and if the competitive environment makes it probable that such rates can be charged and collected. Application of SFAS No. 71 to the electric generation portion of our business was discontinued as of June 30, 1999. Our Electric Transmission & Distribution business continues to apply SFAS No. 71 which results in our accounting for the regulatory effects of recovery of stranded costs and other regulatory assets resulting from the unbundling of the transmission and distribution business from our electric generation operations in our consolidated financial statements. Certain expenses and revenues subject to utility regulation or rate determination normally reflected in income are deferred on the balance sheet and are recognized in income as the related amounts are included in service rates and recovered from or refunded to customers. Significant accounting estimates embedded within the application of SFAS No. 71 with respect to our Electric Transmission & Distribution business segment relate to \$2.1 billion of recoverable electric generation-related regulatory assets as of June 30, 2005. These costs are recoverable under the provisions of the Texas electric restructuring law. Based on our analysis of the True-Up Order, we recorded an after-tax charge to earnings in 2004 of approximately \$977 million to write-down our electric generation-related regulatory assets to their realizable value, which was reflected as an extraordinary loss. Based on subsequent orders received from the Texas Utility Commission, we recorded an extraordinary gain of \$30 million after-tax in the second quarter of 2005.

## IMPAIRMENT OF LONG-LIVED ASSETS AND INTANGIBLES

We review the carrying value of our long-lived assets, including goodwill and identifiable intangibles, whenever events or changes in circumstances indicate that such carrying values may not be recoverable, and at least annually for goodwill as required by SFAS No. 142, "Goodwill and Other Intangible Assets." No impairment of goodwill was indicated based on our analysis as of January 1, 2005. Unforeseen events and changes in circumstances and market conditions and material differences in the value of long-lived assets and intangibles due to changes in estimates of future cash flows, regulatory matters and operating costs could negatively affect the fair value of our assets and result in an impairment charge.

Fair value is the amount at which the asset could be bought or sold in a current transaction between willing parties and may be estimated using a number of techniques, including quoted market prices or valuations by third parties, present value techniques based on estimates of cash flows, or multiples of earnings or revenue performance measures. The fair value of the asset could be different using different estimates and assumptions in these valuation techniques.

## UNBILLED ENERGY REVENUES

Revenues related to the sale and/or delivery of electricity or natural gas (energy) are generally recorded when energy is delivered to customers. However, the determination of energy sales to individual customers is based on the reading of their meters, which is performed on a systematic basis throughout the month. At the end of each month, amounts of energy delivered to customers since the date of the last meter reading are estimated and the corresponding unbilled revenue is estimated. Unbilled electricity delivery revenue is estimated each month based on daily supply volumes, applicable rates and analyses reflecting significant historical trends and experience. Unbilled natural gas sales are estimated based on estimated purchased gas volumes, estimated lost and unaccounted for gas and tariffed rates in effect. As additional information becomes available, or actual amounts are determinable, the recorded estimates are revised. Consequently, operating results can be affected by revisions to prior accounting estimates.

## PENSION AND OTHER RETIREMENT PLANS

We sponsor pension and other retirement plans in various forms covering all employees who meet eligibility requirements. We use several statistical and other factors which attempt to anticipate future events in calculating the expense and liability related to our plans. These factors include assumptions about the discount rate, expected return on plan assets and rate of future compensation increases as estimated by management, within certain guidelines. In addition, our actuarial consultants use subjective factors such as withdrawal and mortality rates to estimate these factors. The actuarial assumptions used may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates or longer or shorter life spans of participants. These differences may result in a significant impact to the amount of pension expense recorded. Please read "Management's Discussion and Analysis of Financial Condition and Results of Operations-- Other Significant Matters -- Pension Plan" in Item 7 of the CenterPoint Energy Form 10-K, which is incorporated herein by reference, for further discussion.

## NEW ACCOUNTING PRONOUNCEMENTS

See Note 4 to the Interim Financial Statements for a discussion of new accounting pronouncements that affect us.

## ITEM 4. CONTROLS AND PROCEDURES

### DISCLOSURE CONTROLS AND PROCEDURES

In accordance with Exchange Act Rules 13a-15 and 15d-15, we have re-evaluated, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13(a)-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, our principal executive officer and principal financial officer concluded that, solely because of the material weakness described below, our disclosure controls and procedures were not effective as of June 30, 2005. This conclusion is different than the conclusion disclosed in the original filing of our Quarterly Report on Form 10-Q

for the period ended June 30, 2005 in which management concluded that our disclosure controls and procedures were effective. As a result of the material weakness described below, which was identified subsequent to the original filing of our Quarterly Report on Form 10-Q for the period ended June 30, 2005, management has re-evaluated the effectiveness of our disclosure controls and procedures.

We determined that, during 2004 and 2005, certain transactions involving purchases and sales of natural gas among divisions within our Natural Gas Distribution segment were not properly eliminated in the consolidated financial statements. Consequently, revenues and natural gas expenses during the three and six months ended June 30, 2004 were each overstated by approximately \$107 million and \$233 million, respectively. For the three and six months ended June 30, 2005, revenues and natural gas expenses were each overstated by approximately \$90 million and \$257 million, respectively, for the same reason and management concluded that a restatement of the consolidated financial statements for the three and six months ended June 30, 2004 and 2005 was necessary to correct this error. Subsequent to the period covered by this report, in connection with the discovery of the error described above and the conclusion that we had a material weakness in our internal control over financial reporting related to ineffective controls over the process of eliminating certain interdivision purchases and sales of natural gas within our Natural Gas Distribution segment in the consolidation process, we improved procedures related to the recording and reporting of purchases and sales of natural gas, including increased review and approval controls by senior financial personnel over the personnel that will prepare the accruals and enhanced analysis of the recorded activity, including ensuring that intercompany activity is properly eliminated in consolidation.

There has been no change in our internal control over financial reporting that occurred during the three months ended June 30, 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. However, subsequent to the date of filing our original Quarterly Report on Form 10-Q for the period ended June 30, 2005, we took the remedial action described above.

## PART II. OTHER INFORMATION

## ITEM 6. EXHIBITS

The following exhibits are filed herewith:

Exhibits included with this report are designated by a cross (+); exhibits previously filed with our Quarterly Report on Form 10-Q for the period ended June 30, 2005 as filed on August 8, 2005 are designated by two crosses (++); all exhibits not so designated are incorporated by reference to a prior filing of CenterPoint Energy, Inc.

EXHIBIT NUMBER	DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
3.1.1	-- Amended and Restated Articles of Incorporation of CenterPoint Energy	CenterPoint Energy's Registration Statement on Form S-4	3-69502	3.1
3.1.2	-- Articles of Amendment to Amended and Restated Articles of Incorporation of CenterPoint Energy	CenterPoint Energy's Form 10-K for the year ended December 31, 2001	1-31447	3.1.1
3.2	-- Amended and Restated Bylaws of CenterPoint Energy	CenterPoint Energy's Form 10-K for the year ended December 31, 2001	1-31447	3.2
3.3	-- Statement of Resolution Establishing Series of Shares designated Series A Preferred Stock of CenterPoint Energy	CenterPoint Energy's Form 10-K for the year ended December 31, 2001	1-31447	3.3
4.1	-- Form of CenterPoint Energy Stock Certificate	CenterPoint Energy's Registration Statement on Form S-4	3-69502	4.1
4.2	-- Rights Agreement dated January 1, 2002, between CenterPoint Energy and JPMorgan Chase Bank, as Rights Agent	CenterPoint Energy's Form 10-K for the year ended December 31, 2001	1-31447	4.2

Pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, CenterPoint Energy has not filed as exhibits to this Form 10-Q certain long-term debt instruments, including indentures, under which the total amount of securities authorized does not exceed 10% of the total assets of CenterPoint Energy and its subsidiaries on a consolidated basis. CenterPoint Energy hereby agrees to furnish a copy of any such instrument to the SEC upon request.

EXHIBIT NUMBER	DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
4.3.1	-- \$1,310,000,000 Credit Agreement dated as of November 12, 2002, among CenterPoint Houston and the banks named therein	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	4(g)(1)
4.3.2	-- First Amendment to Exhibit 4.1.1, dated as of September 3, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.7
4.3.3	-- Pledge Agreement, dated as of November 12, 2002 executed in connection with Exhibit 4.1.1	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	4(g)(2)
4.4	-- \$1,000,000,000 Credit Agreement dated as of March 7, 2005, among CenterPoint Energy and the banks named therein	CenterPoint Energy's Form 8-K dated March 7, 2005	1-31447	4.1
4.5	-- \$400,000,000 Credit Agreement, dated as of June 30, 2005, among CERC Corp., as Borrower, and the Initial Lenders named therein, as Initial Lenders	CenterPoint Energy's Form 8-K dated June 29, 2005	1-31447	4.1



EXHIBIT NUMBER	DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
4.6 --	\$200,000,000 Credit Agreement dated as of March 7, 2005 among CenterPoint Houston and the banks named therein	CenterPoint Energy's Form 8-K dated March 7, 2005	1-31447	4.2
4.7 --	\$1,310,000,000 Credit Agreement dated as of March 7, 2005 among CenterPoint Houston and the banks named therein	CenterPoint Energy's Form 8-K dated March 7, 2005	1-31447	4.3
++10.1 --	City of Houston Franchise Ordinance			
+31.1 --	Rule 13a-14(a)/15d-14(a) Certification of David M. McClanahan			
+31.2 --	Rule 13a-14(a)/15d-14(a) Certification of Gary L. Whitlock			
+32.1 --	Section 1350 Certification of David M. McClanahan			
+32.2 --	Section 1350 Certification of Gary L. Whitlock			
++99.1 --	Eleventh Amendment to CenterPoint Energy, Inc. Retirement Plan, effective as of May 1, 2005			
++99.2 --	Twelfth Amendment to CenterPoint Energy, Inc. Retirement Plan, effective as of June 1, 2005			
++99.3 --	Items incorporated by reference from the CenterPoint Energy Form 10-K. Item 1 "Business--Regulation," "--Environmental Matters," Item 3 "Legal Proceedings," Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations--Certain Factors Affecting Future Earnings" and "--Other Significant Matters--Pension Plan" and Notes 2(d) (Long-Lived Assets and Intangibles), 2(e) (Regulatory Assets and Liabilities), 4 (Regulatory Matters), 5 (Derivative Instruments), 6 (Indexed Debt Securities (ZENS) and Time Warner Securities) and 11 (Commitments and Contingencies)			

SIGNATURES

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 thereunto duly authorized.

CENTERPOINT ENERGY, INC.

By: /s/ James S. Brian

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James S. Brian  
Senior Vice President and Chief  
Accounting Officer

Date: January 10, 2006

EXHIBIT INDEX

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4.5	-- \$400,000,000 Credit Agreement, dated as of June 30, 2005, among CERC Corp., as Borrower, and the Initial Lenders named therein, as Initial Lenders	CenterPoint Energy's Form 8-K dated June 29, 2005	1-31447	4.1
4.6	-- \$200,000,000 Credit Agreement dated as of March 7, 2005 among CenterPoint Houston and the banks named therein	CenterPoint Energy's Form 8-K dated March 7, 2005	1-31447	4.2
4.7	-- \$1,310,000,000 Credit Agreement	CenterPoint Energy's Form 8-K dated	1-31447	4.3

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CERTIFICATIONS

I, David M. McClanahan, certify that:

1. I have reviewed this amended Quarterly Report on Form 10-Q/A of CenterPoint Energy, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 10, 2006

/s/ David M. McClanahan  
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David M. McClanahan  
President and Chief Executive Officer

CERTIFICATIONS

I, Gary L. Whitlock, certify that:

1. I have reviewed this amended Quarterly Report on Form 10-Q/A of CenterPoint Energy, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 10, 2006

/s/ Gary L. Whitlock  
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Gary L. Whitlock  
Executive Vice President and  
Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the amended Quarterly Report of CenterPoint Energy, Inc. (the "Company") on Form 10-Q/A for the period ended June 30, 2005 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I, David M. McClanahan, Chief Executive Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 10, 2006

/s/ David M. McClanahan

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David M. McClanahan  
President and Chief Executive Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the amended Quarterly Report of CenterPoint Energy, Inc. (the "Company") on Form 10-Q/A for the period ended June 30, 2005 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I, Gary L. Whitlock, Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 10, 2006

/s/ Gary L. Whitlock

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Gary L. Whitlock  
Executive Vice President and  
Chief Financial Officer