CENTERPOINT ENERGY INC

FORM 10-K/A
(Amended Annual Report)

Filed 8/29/2005 For Period Ending 12/31/2004

Address	1111 LOUISIANA ST
	HOUSTON, Texas 77002
Telephone	713-207-3000
CIK	0001130310
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

Powered By EDGAR Online
http://www.edgar-online.com/
© Copyright 2005. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online's Terms of Use.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

AMENDMENT NO. 1

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-31447

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)

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

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, $0.01 par value and associated rights to purchase preferred stock	New York Stock Exchange Chicago Stock Exchange
HL&P Capital Trust II 8.257% Capital Securities, Series B	New York Stock Exchange

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

NONE

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 [X] No [ ]

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

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Act). Yes [X] No [ ]

The aggregate market value of the voting stock held by non-affiliates of CenterPoint Energy, Inc. (Company) was $3,521,933,742 as of June 30, 2004, using the definition of beneficial ownership contained in Rule 13d-3 promulgated pursuant to the Securities Exchange Act of 1934

and excluding shares held by directors and executive officers. As of February 28, 2005, the Company had 308,501,031 shares of Common Stock outstanding. Excluded from the number of shares of Common Stock outstanding are 166 shares held by the Company as treasury stock.

Portions of the definitive proxy statement relating to the 2005 Annual Meeting of Shareholders of the Company, which will be filed with the Securities and Exchange Commission within 120 days of December 31, 2004, are incorporated by reference in Item 10, Item 11, Item 12, Item 13 and Item 14 of Part III of this Form 10-K.

TABLE OF CONTENTS

		PAGE
	PART IV	
Item 15.	Exhibits and Financial Statement Schedules	1

EXPLANATORY NOTE

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

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements*.

	PAGE
Statements of Consolidated Operations for the Three Years Ended December 31, 2004	71
Statements of Consolidated Comprehensive Income for the Three Years Ended December 31, 2004	72
Consolidated Balance Sheets at December 31, 2004 and 2003	73
Statements of Consolidated Cash Flows for the Three Years Ended December 31, 2004	74
Statements of Consolidated Shareholders' Equity for the Three Years Ended December 31, 2004	75
Notes to Consolidated Financial Statements	76
Report of Independent Registered Public Accounting Firm	68

(a)(2) Financial Statement Schedules for the Three Years Ended December 31, 2004.

I -- Condensed Financial Information of CenterPoint Energy, Inc. (Parent Company)	2
II -- Qualifying Valuation Accounts	9

* Note that the page numbers referenced for the financial statements in
(a)(1) above are the relevant page numbers of our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 as originally filed on March 16, 2005.

The following schedules are omitted because of the absence of the conditions under which they are required or because the required information is included in the financial statements:

III, IV and V.

(a)(3) Exhibits.

See Index of Exhibits beginning on page 11, which index also includes the management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601(b)(10)(iii) of Regulation S-K.

CENTERPOINT ENERGY

SCHEDULE I -- CONDENSED FINANCIAL INFORMATION OF CENTERPOINT ENERGY, INC. (PARENT COMPANY)

STATEMENTS OF OPERATIONS

	FOR THE PERIOD SEPTEMBER 1, 2002 THROUGH DECEMBER 31, 2002	FOR THE YEAR ENDED DECEMBER 31, 2003	FOR THE YEAR ENDED DECEMBER 31, 2004
		(IN THOUSANDS)	
Equity Income (Losses) of Subsidiaries	$ (4,907)	$ 850,394	$ 707,047
Interest Income from Subsidiaries	29,878	63,266	21,568
Loss on Disposal of Subsidiary	(4,371,464)	--	(365,716)
Loss on Indexed Debt Securities	(7,964)	(96,473)	(20,232)
Operation and Maintenance Expenses	(5,793)	(12,944)	(21,042)
Depreciation and Amortization	(5,978)	(14,029)	(311)
Taxes Other than Income	(6,024)	(5,091)	(186)
Interest Expense to Subsidiaries	(31,198)	(93,100)	(79,590)
Interest Expense	(188,027)	(393,717)	(303,493)
Income Tax Benefit	64,916	185,361	134,587
Extraordinary Loss, net of tax	--	--	(977,336)
Net Income (Loss)	$(4,526,561)	$ 483,667	$ (904,704)

See CenterPoint Energy, Inc. and Subsidiaries Notes to Consolidated Financial Statements in Part II, Item 8

CENTERPOINT ENERGY, INC.

SCHEDULE I -- CONDENSED FINANCIAL INFORMATION OF CENTERPOINT ENERGY, INC. (PARENT COMPANY) BALANCE SHEETS

	DECEMBER 31, 2003	DECEMBER 31, 2004
	(IN THOUSANDS)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 21,617	$ --
Notes receivable -- affiliated companies	201,887	125,680
Accounts receivable -- affiliated companies	89,835	29,855
Other assets	13,675	2,141
Total current assets	327,014	157,676
PROPERTY, PLANT AND EQUIPMENT, NET	111,533	5,567
OTHER ASSETS:		
Investment in subsidiaries	8,655,214	6,031,696
Notes receivable -- affiliated companies	443,090	321,288
Accumulated deferred tax asset	213,858	--
Other assets	125,115	675,360
Total other assets	9,437,277	7,028,344
TOTAL ASSETS	$ 9,875,824	$ 7,191,587
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable -- affiliated companies	$ 6,018	$ 126,790
Current portion of long-term debt	119,564	107,065
Indexed debt securities derivative	321,352	341,575
Accounts payable:		
Affiliated companies	79,647	36,773
Other	13,362	5,267
Taxes accrued	594,476	810,699
Interest accrued	41,246	25,660
Other	32,277	15,171
Total current liabilities	1,207,942	1,469,000
OTHER LIABILITIES:		
Accumulated deferred tax liabilities	--	432,918
Benefit obligations	603,845	54,260
Notes payable -- affiliated companies	1,677,720	1,167,089
Other	314,366	97,536
Total non-current liabilities	2,595,931	1,751,803
LONG-TERM DEBT	4,311,394	2,865,282
SHAREHOLDERS' EQUITY:		
Common stock	3,063	3,080
Additional paid-in capital	2,868,416	2,891,335
Retained deficit	(700,033)	(1,727,571)
Unearned ESOP stock	(2,842)	--
Accumulated other comprehensive loss	(408,047)	(61,342)
Total shareholders' equity	1,760,557	1,105,502
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 9,875,824	$ 7,191,587

See CenterPoint Energy, Inc. and Subsidiaries Notes to Consolidated Financial Statements in Part II, Item 8

CENTERPOINT ENERGY, INC.

SCHEDULE I -- CONDENSED FINANCIAL INFORMATION OF CENTERPOINT ENERGY, INC. (PARENT COMPANY) STATEMENTS OF CASH FLOWS

	FOR THE PERIOD SEPTEMBER 1, 2002 THROUGH DECEMBER 31, 2002	FOR THE YEAR ENDED DECEMBER 31, 2003	FOR THE YEAR ENDED DECEMBER 31, 2004
		(IN THOUSANDS)	
Net income (loss)	$(4,526,561)	$ 483,667	$ (904,704)
Loss on disposal of subsidiary	4,371,464	--	365,716
Extraordinary loss, net of tax	--	--	977,336
Adjusted income (loss)	(155,097)	483,667	438,348
Non-cash items included in net income (loss):			
Equity losses (income) of subsidiaries	4,907	(850,394)	(707,047)
Deferred income tax expense (benefit)	(52,117)	65,778	155,405
Depreciation and amortization	5,978	14,029	311
Amortization of debt issuance costs	32,649	112,046	70,428
Loss on indexed debt securities	7,964	96,473	20,232
Changes in working capital:			
Accounts receivable to affiliates, net	39,540	89,076	(6,253)
Accounts payable	(1,302)	4,493	(1,025)
Other current assets	(6,571)	(3,478)	(5,111)
Other current liabilities	(101,273)	(42,631)	(290,434)
Common stock dividends received from subsidiaries	57,645	121,695	177,264
Pension contribution	--	(22,700)	(476,000)
Other	(12,681)	95,447	52,836
Net cash provided by (used in) operating activities	(180,358)	163,501	(571,046)
INVESTING ACTIVITIES:			
Proceeds from sale of Texas Genco	--	--	2,231,000
Investment in subsidiaries	(181,654)	32,832	19,090
Short-term notes receivable from affiliates	(178,127)	290,359	76,207
Long-term notes receivable from affiliates	1,067,280	540,973	191,954
Capital expenditures, net	(4,274)	(6,596)	(5,802)
Net cash provided by investing activities	703,225	857,568	2,512,449
FINANCING ACTIVITIES:			
Changes in short-term borrowings	(21,000)	--	--
Payments on long-term debt	(168,558)	(6,727,055)	(2,093,880)
Proceeds from long-term debt	--	5,778,242	--
Debt issuance costs	(87,798)	(117,641)	(730)
Common stock dividends paid	(48,672)	(122,249)	(122,881)
Short-term notes payable to affiliates	25,177	(31,274)	120,772
Long-term notes payable to affiliates	495	(1,986)	133,699
Net cash used in financing activities	(300,356)	(1,221,963)	(1,963,020)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	222,511	(200,894)	(21,617)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	--	222,511	21,617
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 222,511	$ 21,617	$ --

See CenterPoint Energy, Inc. and Subsidiaries Notes to Consolidated Financial Statements in Part II, Item 8

CENTERPOINT ENERGY, INC.

SCHEDULE I -- NOTES TO CONDENSED FINANCIAL INFORMATION (PARENT COMPANY)

(1) The condensed parent company financial statements and notes should be read in conjunction with the consolidated financial statements and notes of CenterPoint Energy, Inc. (CenterPoint Energy or the Company) appearing in the Annual Report on Form 10-K. CenterPoint Energy, Inc. is a public utility holding company that became the parent of Reliant Energy, Incorporated (Reliant Energy) and its subsidiaries on August 31, 2002 as part of a corporate restructuring of Reliant Energy (the Restructuring). CenterPoint Energy is a registered public utility holding company under the 1935 Act. Prior to the Restructuring, Reliant Energy was a public utility holding company that was exempt from registration under the 1935 Act. After the Restructuring, an exemption was no longer available for the corporate structure that the Texas Utility Commission required CenterPoint Energy to adopt under the Texas electric restructuring law. CenterPoint Energy did not conduct any activities other than those incident to its formation until September 1, 2002. Accordingly, statements of operations and cash flows would not provide meaningful information and have been omitted for periods prior to September 1, 2002.

(2) As a registered public utility holding company, the Company and its subsidiaries except Texas Genco Holdings, Inc. (Texas Genco) are subject to a comprehensive regulatory scheme imposed by the Securities and Exchange Commission (SEC) in order to protect customers, investors and the public interest. Although the SEC does not regulate rates and charges under the 1935 Act, it does regulate the structure, financing, lines of business and internal transactions of public utility holding companies and their system companies. In order to obtain financing, acquire additional public utility assets or stock, or engage in other significant transactions, CenterPoint Energy is required to obtain approval from the SEC under the 1935 Act.

The Company received an order from the SEC under the 1935 Act on June 30, 2003 and supplemental orders thereafter relating to its financing activities and those of its regulated subsidiaries, as well as other matters. The orders are effective until June 30, 2005. As of December 31, 2004, the orders generally permitted the Company and its regulated subsidiaries to issue securities to refinance indebtedness outstanding at June 30, 2003, and authorized the Company and its regulated subsidiaries to issue certain incremental external debt securities and common and preferred stock through June 30, 2005, without prior authorization from the SEC. Further, the SEC has reserved jurisdiction over the issuance by the Company and its regulated subsidiaries of certain amounts of incremental external debt securities, so that the Company is required to obtain SEC approval prior to issuing those incremental amounts.

The orders require that if the Company or any of its regulated subsidiaries issues any security that is rated by a nationally recognized statistical rating organization (NRSRO), the security to be issued must obtain an investment grade rating from at least one NRSRO and, as a condition to such issuance, all outstanding rated securities of the issuer and of the Company must be rated investment grade by at least one NRSRO. The orders also contain certain requirements for interest rates, maturities, issuance expenses and use of proceeds. Under the orders, the Company's common equity as a percentage of total capitalization must be at least 30%. The SEC has acknowledged that prior to the monetization of Texas Genco and the securitization of the true-up components, the Company's common equity as a percentage of total capitalization is expected to remain less than 30%. In addition, after the securitization, the Company's common equity as a percentage of total capitalization, including securitized debt, is expected to be less than 30%, which the SEC has permitted for other companies.

Effective January 1, 2004, CenterPoint Energy established a service company in order to comply with the 1935 Act. As a result, certain assets and liabilities of the parent company were transferred to the service company, primarily property, plant and equipment, pension and other postemployment benefit assets and obligations and related deferred taxes. These transfers have been excluded from the Statement of Cash Flows for the year ended December 31, 2004 as they represent non-cash transactions.

(3) On September 30, 2002, the Company distributed to its shareholders 240 million shares of Reliant Energy, Inc. (formerly Reliant Resources, Inc.) (RRI) common stock, which represented the Company's approximately 83% ownership interest in RRI, by means of a tax-free spin-off in the form of a dividend. Holders of CenterPoint Energy common stock on the record date received 0.788603 shares of RRI common stock for each share of CenterPoint

Energy stock that they owned on the record date. The total value of the RRI Distribution, after the impairment charge discussed below, was $847 million.

As a result of the spin-off of Reliant Resources, the Company recorded a non-cash loss on disposal of discontinued operations of $4.4 billion in 2002. This loss represented the excess of the carrying value of the Company's net investment in RRI over the market value of RRI's common stock.

(4) The Company distributed approximately 19% of the 80 million outstanding shares of common stock of Texas Genco to its shareholders on January 6, 2003. As a result of the distribution of Texas Genco common stock, the Company recorded a pre-tax impairment charge of $399 million, which was reflected as a regulatory asset in the Consolidated Balance Sheet as of December 31, 2003. This impairment charge represents the excess of the carrying value of the Company's net investment in Texas Genco over the market value of Texas Genco's common stock.

In July 2004, the Company announced its agreement to sell its majority owned subsidiary, Texas Genco, to Texas Genco LLC (formerly known as GC Power Acquisition LLC), an entity owned in equal parts by affiliates of The Blackstone Group, Hellman & Friedman LLC, Kohlberg Kravis Roberts & Co. L.P. and Texas Pacific Group. 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. Texas Genco's principal remaining asset is 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, is expected to close during the first half of 2005, following receipt of approval from the Nuclear Regulatory Commission. The Company recorded an after tax loss of $366 million in 2004 related to the sale of Texas Genco.

(5) On December 15, 2004, the Company permanently reduced its three-year credit facility to $750 million from $2.34 billion. The credit facility was composed of a $1.425 billion revolving credit facility (London interbank offered rate (LIBOR) plus 300 basis points), which has been permanently reduced to $750 million, and a $915 million term loan (LIBOR) plus 350 basis points), which was repaid and retired on December 15, 2004. As a result of the term loan repayment and the permanent reduction of the revolving credit facility, the Company expensed $15 million of unamortized loan costs in the fourth quarter of 2004 that were associated with these facilities.

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 any time more than 50% of the facility is utilized. Changes in credit ratings would lower or raise the increment to LIBOR depending on whether ratings improved or were lowered.

On May 19, 2003, the Company issued $575 million aggregate principal amount of convertible senior notes due May 15, 2023 with an interest rate of 3.75%. Holders may convert each of their notes into shares of CenterPoint Energy common stock, initially at a conversion rate of 86.3558 shares of common stock per $1,000 principal amount of notes at any time prior to maturity, under the following circumstances: (1) if the last reported sale price of CenterPoint Energy common stock for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the previous calendar quarter is greater than or equal to 120% or, following May 15, 2008, 110% of the conversion price per share of CenterPoint Energy common stock on such last trading day, (2) if the notes have been called for redemption, (3) during any period in which the credit ratings assigned to the notes by both Moody's Investors Service, Inc. (Moody's) and Standard & Poor's Ratings Services (S&P), a division of The McGraw-Hill Companies, are lower than Ba2 and BB, respectively, or the notes are no longer rated by at least one of these ratings services or their successors, or (4) upon the occurrence of specified corporate transactions, including the distribution to all holders of CenterPoint Energy common stock of certain rights entitling them to purchase shares of CenterPoint Energy common stock at less than the last reported sale price of a share of CenterPoint Energy common stock on the trading day prior to the declaration date of the distribution or the distribution to all holders of CenterPoint Energy common stock of the Company's assets, debt securities or certain rights to purchase the Company's securities, which distribution has a per share value exceeding 15% of the last reported sale price of a share of CenterPoint Energy common stock on the trading day immediately preceding the declaration date for such distribution. The convertible senior notes also have a contingent interest feature requiring contingent interest to be paid to holders of notes commencing on or after May 15, 2008, in the event that the average trading price of a note for the applicable five trading day period equals or exceeds 120% of the principal amount of the note as of the day immediately preceding the first day of the applicable six-month interest period. For any

six-month period, contingent interest will be equal to 0.25% of the average trading price of the note for the applicable five-trading-day period.

In March 2005, the Company filed a registration statement relating to an offer to exchange its 3.75% convertible senior notes due 2023 for a new series of 3.75% convertible senior notes due 2023. This registration statement has not yet been declared effective by the SEC. The Company expects to conduct the exchange offer in response to the guidance set forth in Emerging Issues Task Force No. 04-8, "Accounting Issues Related to Certain Features of Contingently Convertible Debt and the Effect on Diluted Earnings Per Share". 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.

On December 17, 2003, the Company issued $255 million aggregate principal amount of convertible senior notes due January 15, 2024 with an interest rate of 2.875%. Holders may convert each of their notes into shares of CenterPoint Energy common stock, initially at a conversion rate of 78.064 shares of common stock per $1,000 principal amount of notes at any time prior to maturity, under the following circumstances: (1) if the last reported sale price of CenterPoint Energy common stock for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the previous calendar quarter is greater than or equal to 120% of the conversion price per share of CenterPoint Energy common stock on such last trading day, (2) if the notes have been called for redemption, (3) during any period in which the credit ratings assigned to the notes by both Moody's and S&P are lower than Ba2 and BB, respectively, or the notes are no longer rated by at least one of these ratings services or their successors, or (4) upon the occurrence of specified corporate transactions, including the distribution to all holders of CenterPoint Energy common stock of certain rights entitling them to purchase shares of CenterPoint Energy common stock at less than the last reported sale price of a share of CenterPoint Energy common stock on the trading day prior to the declaration date of the distribution or the distribution to all holders of CenterPoint Energy common stock of the Company's assets, debt securities or certain rights to purchase the Company's securities, which distribution has a per share value exceeding 15% of the last reported sale price of a share of CenterPoint Energy common stock on the trading day immediately preceding the declaration date for such distribution. Under the original terms of these convertible senior notes, CenterPoint Energy could elect to satisfy part or all of its conversion obligation by delivering cash in lieu of shares of CenterPoint Energy. On December 13, 2004, the Company entered into a supplemental indenture with respect to these convertible senior notes in order to eliminate its right to settle the conversion of the notes solely in shares of its common stock. The convertible senior notes also have a contingent interest feature requiring contingent interest to be paid to holders of notes commencing on or after January 15, 2007, in the event that the average trading price of a note for the applicable five-trading-day period equals or exceeds 120% of the principal amount of the note as of the day immediately preceding the first day of the applicable six-month interest period. For any six-month period, contingent interest will be equal to 0.25% of the average trading price of the note for the applicable five-trading-day period.

(6) On December 30, 2004, the Board of Directors of the Company adopted a plan for an accounting reorganization of the Company, to be effective as of January 1, 2005. This plan was adopted in order to eliminate the accumulated retained earnings deficit that exists.

The plan adopted by the Company required: (1) a report to be presented to and reviewed by the Company's Board of Directors on or before February 28, 2005 as to the completion of the valuation analysis of the accounting reorganization and the effects of the accounting reorganization on the Company's financial statements, (2) a determination that the accounting reorganization is in accordance with accounting principles generally accepted in the United States, and (3) that there be no determination by the Company's Board of Directors on or before February 28, 2005 that the accounting reorganization is inconsistent with the Company's regulatory obligations. The Company is continuing to work to complete the valuation analysis and the effects on the Company's financial statements of the accounting reorganization, and on February 23, 2005, the Company's Board of Directors extended until May 10, 2005 the time for making the determination described in (3) of the preceding sentence.

An accounting reorganization, sometimes called a "quasi-reorganization," allows a company to extinguish a negative retained earnings balance. It involves restating a company's assets and its liabilities to their fair values. The negative balance in the retained earnings account is then brought to zero through a reduction in the other capital accounts, giving the company a "fresh start" with a zero balance in retained earnings. As of December 31, 2004, the Company had an accumulated retained earnings deficit of approximately $1.7 billion. That deficit stemmed from the

accounting effects of (1) the Company's distribution of its ownership interest in RRI to its shareholders in September 2002, (2) the extraordinary loss recorded in connection with the Texas Utility Commission's order related to the 2004 True-Up Proceeding (defined below) and (3) the loss on discontinued operations that was recorded in connection with the Company's sale of Texas Genco. Those events stemmed from the Company's response to the Texas electric restructuring law. In addition to eliminating the accumulated deficit in retained earnings and restating assets and liabilities to fair value, if a quasi-reorganization were implemented, the Company and CenterPoint Houston would be required to implement any accounting standards that have been issued but not yet adopted.

The Company is seeking to eliminate the negative retained earnings balance because restrictions contained in the 1935 Act require registered public utility holding companies, like the Company, to obtain express authorization from the SEC to pay dividends when current or retained earnings are insufficient to do so. Eliminating the negative retained earnings balance will permit current earnings not utilized to pay dividends to more quickly build up a retained earnings balance. Under 1935 Act regulations, the Company could pay dividends out of this balance during periods when current earnings may not be adequate to do so.

In addition, the Company has undertaken an obligation under the 1935 Act to achieve a minimum ratio of common equity to total capitalization of thirty percent, which, depending on the results of the restatement of assets and liabilities under the accounting reorganization, could be affected by, and will be taken into consideration by the Board of Directors in evaluating the effects of, the accounting reorganization. The Company will seek such authority as may be required under the 1935 Act in connection with the quasi-reorganization.

CENTERPOINT ENERGY, INC.

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

COLUMN A	COLUMN B	COLUMN C		COLUMN D	COLUMN E
		ADDITIONS			
DESCRIPTION	BALANCE AT BEGINNING OF PERIOD	CHARGED TO INCOME	CHARGED TO OTHER ACCOUNTS(1)	DEDUCTIONS FROM RESERVES(2)	BALANCE AT END OF PERIOD
		(IN THOUSANDS)			
Year Ended December 31, 2004:					
Accumulated provisions:					
Uncollectible accounts receivable.....	$ 30,800	$ 26,829	$ --	$ 27,591	$ 30,038
Deferred tax asset valuation allowance.....	73,248	(67,421)	14,114	--	19,941
Year Ended December 31, 2003:					
Accumulated provisions:					
Uncollectible accounts receivable.....	$ 24,294	$ 24,037	$ --	$ 17,531	$ 30,800
Deferred tax asset valuation allowance.....	82,929	(9,681)	--	--	73,248
Year Ended December 31, 2002:					
Accumulated provisions:					
Uncollectible accounts receivable.....	$ 46,047	$ 25,883	$ --	$ 47,636	$ 24,294
Deferred tax asset valuation allowance.....	15,439	67,490	--	--	82,929

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

(2) Deductions from reserves represent losses or expenses for which the respective reserves were created. In the case of the uncollectible accounts reserve, such deductions are net of recoveries of amounts previously written off.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on the 29th day of August, 2005.

CENTERPOINT ENERGY, INC.
(Registrant)

By: /s/ DAVID M. MCCLANAHAN

David M. McClanahan,
President and Chief Executive Officer

CENTERPOINT ENERGY, INC.

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

INDEX OF EXHIBITS

Exhibits included with this report are designated by a cross (+); exhibits previously filed with our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 as originally filed on March 16, 2005 are designated by two crosses (++); all exhibits not so designated are incorporated herein by reference to a prior filing as indicated. Exhibits designated by an asterisk (*) are management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601(b)(10)(iii) of Regulation S-K. CenterPoint Energy has not filed the exhibits and schedules to Exhibit 2(b). CenterPoint Energy hereby agrees to furnish supplementally a copy of any schedule omitted from Exhibit 2(b) to the SEC upon request.

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
2(a)	--	Agreement and Plan of Merger, dated as of October 19, 2001, by and among Reliant Energy, Incorporated ("Reliant Energy"), CenterPoint Energy, Inc. ("CenterPoint Energy") and Reliant Energy MergerCo, Inc.	CenterPoint Energy's Form 10-K for the year ended December 31, 2001	1-31447	2
2(b)	--	Transaction Agreement dated July 21, 2004 among CenterPoint Energy, Utility Holding, LLC, NN Houston Sub, Inc., Texas Genco Holdings, Inc. ("Texas Genco"), HPC Merger Sub, Inc. and GC Power Acquisition LLC	CenterPoint Energy's Form 8-K dated July 21, 2004	1-31447	10.1
3(a)(1)	--	Amended and Restated Articles of Incorporation of CenterPoint Energy	CenterPoint Energy's Registration Statement on Form S-4	3-69502	3.1
3(a)(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(b)	--	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(c)	--	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(a)	--	Form of CenterPoint Energy Stock Certificate	CenterPoint Energy's Registration Statement on Form S-4	3-69502	4.1
4(b)	--	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
4(c)	--	Contribution and Registration Agreement dated December 18, 2001 among Reliant Energy, CenterPoint Energy and the Northern Trust Company, trustee under the Reliant Energy, Incorporated Master Retirement Trust	CenterPoint Energy's Form 10-K for the year ended December 31, 2001	1-31447	4.3
4(d)(1)	--	Mortgage and Deed of Trust, dated November 1, 1944 between Houston Lighting and Power Company ("HL&P") and Chase Bank of Texas, National Association (formerly, South Texas Commercial National Bank of Houston), as Trustee, as	HL&P's Form S-7 filed on August 25, 1977	2-59748	2(b)

amended and supplemented by 20
Supplemental Indentures thereto

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
4(d)(2)	--	Twenty-First through Fiftieth Supplemental Indentures to Exhibit 4(d)(1)	HL&P's Form 10-K for the year ended December 31, 1989	1-3187	4(a)(2)
4(d)(3)	--	Fifty-First Supplemental Indenture to Exhibit 4(d)(1) dated as of March 25, 1991	HL&P's Form 10-Q for the quarter ended June 30, 1991	1-3187	4(a)
4(d)(4)	--	Fifty-Second through Fifty-Fifth Supplemental Indentures to Exhibit 4(d)(1) each dated as of March 1, 1992	HL&P's Form 10-Q for the quarter ended March 31, 1992	1-3187	4
4(d)(5)	--	Fifty-Sixth and Fifty-Seventh Supplemental Indentures to Exhibit 4(d)(1) each dated as of October 1, 1992	HL&P's Form 10-Q for the quarter ended September 30, 1992	1-3187	4
4(d)(6)	--	Fifty-Eighth and Fifty-Ninth Supplemental Indentures to Exhibit 4(d)(1) each dated as of March 1, 1993	HL&P's Form 10-Q for the quarter ended March 31, 1993	1-3187	4
4(d)(7)	--	Sixtieth Supplemental Indenture to Exhibit 4(d)(1) dated as of July 1, 1993	HL&P's Form 10-Q for the quarter ended June 30, 1993	1-3187	4
4(d)(8)	--	Sixty-First through Sixty-Third Supplemental Indentures to Exhibit 4(d)(1) each dated as of December 1, 1993	HL&P's Form 10-K for the year ended December 31, 1993	1-3187	4(a)(8)
4(d)(9)	--	Sixty-Fourth and Sixty-Fifth Supplemental Indentures to Exhibit 4(d)(1) each dated as of July 1, 1995	HL&P's Form 10-K for the year ended December 31, 1995	1-3187	4(a)(9)
4(e)(1)	--	General Mortgage Indenture, dated as of October 10, 2002, between CenterPoint Energy Houston Electric, LLC and JPMorgan Chase Bank, as Trustee	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(1)
4(e)(2)	--	First Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(2)
4(e)(3)	--	Second Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10- Q for the quarter ended September 30, 2002	1-3187	4(j)(3)
4(e)(4)	--	Third Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(4)
4(e)(5)	--	Fourth Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10- Q for the quarter ended September 30, 2002	1-3187	4(j)(5)
4(e)(6)	--	Fifth Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(6)
4(e)(7)	--	Sixth Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(7)
4(e)(8)	--	Seventh Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(8)
4(e)(9)	--	Eighth Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(9)
4(e)(10)	--	Officer's Certificates dated October 10, 2002 setting forth the form, terms and provisions	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	4(e)(10)

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
4(e)(11)	--	Ninth Supplemental Indenture to Exhibit 4(e)(1), dated as of November 12, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	4(e)(10)
4(e)(12)	--	Officer's Certificate dated November 12, 2002 setting forth the form, terms and provisions of the Ninth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	4(e)(12)
4(e)(13)	--	Tenth Supplemental Indenture to Exhibit 4(e)(1), dated as of March 18, 2003	CenterPoint Energy's Form 8-K dated March 13, 2003	1-31447	4.1
4(e)(14)	--	Officer's Certificate dated March 18, 2003 setting forth the form, terms and provisions of the Tenth Series and Eleventh Series of General Mortgage Bonds	CenterPoint Energy's Form 8-K dated March 13, 2003	1-31447	4.2
4(e)(15)	--	Eleventh Supplemental Indenture to Exhibit 4(e)(1), dated as of May 23, 2003	CenterPoint Energy's Form 8-K dated May 16, 2003	1-31447	4.1
4(e)(16)	--	Officer's Certificate dated May 23, 2003 setting forth the form, terms and provisions of the Twelfth Series of General Mortgage Bonds	CenterPoint Energy's Form 8-K dated May 16, 2003	1-31447	4.2
4(e)(17)	--	Twelfth Supplemental Indenture to Exhibit 4(e)(1), dated as of September 9, 2003	CenterPoint Energy's Form 8-K dated September 9, 2003	1-31447	4.2
4(e)(18)	--	Officer's Certificate dated September 9, 2003 setting forth the form, terms and provisions of the Thirteenth Series of General Mortgage Bonds	CenterPoint Energy's Form 8-K dated September 9, 2003	1-31447	4.3
4(f)(1)	--	Indenture, dated as of February 1, 1998, between Reliant Energy Resources Corp. ("RERC Corp.") and Chase Bank of Texas, National Association, as Trustee	RERC Corp.'s Form 8-K dated February 5, 1998	1-13265	4.1
4(f)(2)	--	Supplemental Indenture No. 1 to Exhibit 4(f)(1), dated as of February 1, 1998, providing for the issuance of RERC Corp.'s 6 1/2% Debentures due February 1, 2008	RERC Corp.'s Form 8-K dated November 9, 1998	1-13265	4.2
4(f)(3)	--	Supplemental Indenture No. 2 to Exhibit 4(f)(1), dated as of November 1, 1998, providing for the issuance of RERC Corp.'s 6 3/8% Term Enhanced ReMarketable Securities	RERC Corp.'s Form 8-K dated November 9, 1998	1-13265	4.1
4(f)(4)	--	Supplemental Indenture No. 3 to Exhibit 4(f)(1), dated as of July 1, 2000, providing for the issuance of RERC Corp.'s 8.125% Notes due 2005	RERC Corp.'s Registration Statement on Form S-4	333-49162	4.2
4(f)(5)	--	Supplemental Indenture No. 4 to Exhibit 4(f)(1), dated as of February 15, 2001, providing for the issuance of RERC Corp.'s 7.75% Notes due 2011	RERC Corp.'s Form 8-K dated February 21, 2001	1-13265	4.1
4(f)(6)	--	Supplemental Indenture No. 5 to Exhibit 4(f)(1), dated as of March 25, 2003, providing for the issuance of CenterPoint Energy Resources Corp.'s ("CERC	CenterPoint Energy's Form 8-K dated March 18, 2003	1-31447	4.1

Corp.'s") 7.875% Senior Notes
due 2013

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
4(f)(7)	--	Supplemental Indenture No. 6 to Exhibit 4(f)(1), dated as of April 1, 2003, providing for the issuance of CERC Corp.'s 7.875% Senior Notes due 2013	CenterPoint Energy's Form 8-K dated April 7, 2003	1-31447	4.2
4(f)(8)	--	Supplemental Indenture No. 7 to Exhibit 4(f)(1), dated as of November 3, 2003, providing for the issuance of CERC Corp.'s 5.95% Senior Notes due 2014	CenterPoint Energy's Form 8-K dated October 29, 2003	1-31447	4.2
4(g)(1)	--	Indenture, dated as of May 19, 2003, between CenterPoint Energy and JPMorgan Chase Bank, as Trustee	CenterPoint Energy's Form 8-K dated May 19, 2003	1-31447	4.1
4(g)(2)	--	Supplemental Indenture No. 1 to Exhibit 4(g)(1), dated as of May 19, 2003, providing for the issuance of CenterPoint Energy's 3.75% Convertible Senior Notes due 2023	CenterPoint Energy's Form 8-K dated May 19, 2003	1-31447	4.2
4(g)(3)	--	Supplemental Indenture No. 2 to Exhibit 4(g)(1), dated as of May 27, 2003, providing for the issuance of CenterPoint Energy's 5.875% Senior Notes due 2008 and 6.85% Senior Notes due 2015	CenterPoint Energy's Form 8-K dated May 19, 2003	1-31447	4.3
4(g)(4)	--	Supplemental Indenture No. 3 to Exhibit 4(g)(1), dated as of September 9, 2003, providing for the issuance of CenterPoint Energy's 7.25% Senior Notes due 2010	CenterPoint Energy's Form 8-K dated September 9, 2003	1-31447	4.2
4(g)(5)	--	Supplemental Indenture No. 4 to Exhibit 4(g)(1), dated as of December 17, 2003, providing for the issuance of CenterPoint Energy's 2.875% Convertible Senior Notes due 2024	CenterPoint Energy's Form 8-K dated December 10, 2003	1-31447	4.2
4(g)(6)	--	Supplemental Indenture No. 5 to Exhibit 4(g)(1), dated as of December 13, 2004, as supplemented by Exhibit 4(g)(5), relating to the issuance of CenterPoint Energy's 2.875% Convertible Senior Notes dues 2024	CenterPoint Energy's Form 8-K dated December 9, 2004	1-31447	4.1
4(h)	--	Supplemental Indenture No. 2 dated as of August 31, 2002, among CenterPoint Energy, Reliant Energy and JPMorgan Chase Bank (supplementing the Subordinated Indenture dated as of September 1, 1999 under which Reliant Energy's 2% Zero-Premium Exchangeable Subordinated Notes Due 2029 were issued)	CenterPoint Energy's Form 8-K12B dated August 31, 2002	1-31447	4(e)
4(i)	--	Supplemental Indenture No. 3 dated as of August 31, 2002 among CenterPoint Energy, REI and The Bank of New York (supplementing the Junior Subordinated Indenture dated as of February 1, 1997 under which REI's Junior Subordinated Debentures related to 8.257% capital securities issued by HL&P Capital Trust II were	CenterPoint Energy's Form 8-K12B dated August 31, 2002	1-31447	4(g)

		issued)			
4(j)	--	Third Supplemental Indenture dated as of August 31, 2002 among CenterPoint Energy, Reliant Energy, RERC and The Bank of New York (supplementing the Indenture dated as of June 15, 1996 under which RERC's 6.25% Convertible Junior Subordinated Debentures were issued)	CenterPoint Energy's Form 8-K12B dated August 31, 2002	1-31447	4(h)

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
4(k)	--	Second Supplemental Indenture dated as of August 31, 2002 among CenterPoint Energy, Reliant Energy, RERC and JPMorgan Chase Bank (supplementing the Indenture dated as of March 1, 1987 under which RERC's 6% Convertible Subordinated Debentures due 2012 were issued)	CenterPoint Energy's Form 8-K12B dated August 31, 2002	1-31447	4(i)
4(l)	--	Assignment and Assumption Agreement for the Guarantee Agreements dated as of August 31, 2002 between CenterPoint Energy and Reliant Energy (relating to the Guarantee Agreement dated as of February 4, 1997 between Reliant Energy and The Bank of New York providing for the guaranty of certain amounts relating to the 8.257% capital securities issued by HL&P Capital Trust II)	CenterPoint Energy's Form 8-K12B dated August 31, 2002	1-31447	4(j)
4(m)	--	Assignment and Assumption Agreement for the Expense and Liability Agreements and the Trust Agreements dated as of August 31, 2002 between CenterPoint Energy and Reliant Energy (relating to (i) the Agreement as to Expenses and Liabilities dated as of February 4, 1997 between Reliant Energy and HL&P Capital Trust II and (ii) HL&P Capital Trust II's Amended and Restated Trust Agreement dated February 4, 1997	CenterPoint Energy's Form 8-K12B dated August 31, 2002	1-31447	4(l)
4(n)(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(n)(2)	--	First Amendment to Exhibit 4(n)(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(n)(3)	--	Pledge Agreement, dated as of November 12, 2002 executed in connection with Exhibit 4(n)(1)	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	4(g)(2)
4(o)	--	$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(p)(1)	--	$75,000,000 revolving credit facility dated as of February 3, 2005 among Texas Genco Holdings, Inc., Texas Genco GP, LLC, Texas Genco LP, LLC, Texas Genco, LP and the banks named therein			
++4(p)(2)	--	Pledge Agreement, dated as of February 3, 2005, executed in connection with Exhibit 4(p)(1)			

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
4(q)	--	$250,000,000 Credit Agreement dated as of March 23, 2004 among CERC and the initial lenders named therein	CenterPoint Energy's Form 8-K dated March 31, 2004	1-31447	4.1
4(r)	--	$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(s)	--	$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

Pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, CenterPoint Energy has not filed as exhibits to this Form 10-K 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
*10(a)(1)	--	Executive Benefit Plan of Houston Industries Incorporated ("HI") and First and Second Amendments thereto effective as of June 1, 1982, July 1, 1984, and May 7, 1986, respectively	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(a)(1), 10(a)(2), and 10(a)(3)
*10(a)(2)	--	Third Amendment dated September 17, 1999 to Exhibit 10(a)(1)	Reliant Energy's Form 10-K for the year ended December 31, 2000	1-3187	10(a)(2)
*10(a)(3)	--	CenterPoint Energy Executive Benefits Plan, as amended and restated effective June 18, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.4
*10(b)(1)	--	Executive Incentive Compensation Plan of HI effective as of January 1, 1982	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(b)
*10(b)(2)	--	First Amendment to Exhibit 10(b)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(a)
*10(b)(3)	--	Second Amendment to Exhibit 10(b)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(b)
*10(b)(4)	--	Third Amendment to Exhibit 10(b)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(b)(4)
*10(b)(5)	--	Fourth Amendment to Exhibit 10(b)(1) effective as of August 6, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(b)(5)
*10(c)(1)	--	Executive Incentive Compensation Plan of HI effective as of January 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(b)(1)
*10(c)(2)	--	First Amendment to Exhibit 10(c)(1) effective as of January 1, 1985	HI's Form 10-K for the year ended December 31, 1988	1-7629	10(b)(3)
*10(c)(3)	--	Second Amendment to Exhibit 10(c)(1) effective as of January 1, 1985	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(c)(3)
*10(c)(4)	--	Third Amendment to Exhibit 10(c)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(b)
*10(c)(5)	--	Fourth Amendment to Exhibit 10(c)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(c)(5)
*10(c)(6)	--	Fifth Amendment to Exhibit 10(c)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(c)(6)
*10(c)(7)	--	Sixth Amendment to Exhibit 10(c)(1) effective as of August 6, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(c)(7)
*10(d)	--	Executive Incentive Compensation Plan of HL&P effective as of January 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(b)(2)
*10(e)(1)	--	Executive Incentive Compensation Plan of HI as amended and restated on	HI's Form 10-Q for the quarter ended June 30, 1989	1-7629	10(b)

		January 1, 1989			
*10(e)(2)	--	First Amendment to Exhibit 10(e)(1) effective as of January 1, 1989	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(e)(2)
*10(e)(3)	--	Second Amendment to Exhibit 10(e)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(c)

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
*10(e)(4)	--	Third Amendment to Exhibit 10(e)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(c)(4)
*10(e)(5)	--	Fourth Amendment to Exhibit 10(e)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(e)(5)
*10(f)(1)	--	Executive Incentive Compensation Plan of HI as amended and restated on January 1, 1991	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(b)
*10(f)(2)	--	First Amendment to Exhibit 10(f)(1) effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(f)(2)
*10(f)(3)	--	Second Amendment to Exhibit 10(f)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(d)
*10(f)(4)	--	Third Amendment to Exhibit 10(f)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(f)(4)
*10(f)(5)	--	Fourth Amendment to Exhibit 10(f)(1) effective as of January 1, 1993	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(f)(5)
*10(f)(6)	--	Fifth Amendment to Exhibit 10(f)(1) effective in part, January 1, 1995, and in part, September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(f)(6)
*10(f)(7)	--	Sixth Amendment to Exhibit 10(f)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(a)
*10(f)(8)	--	Seventh Amendment to Exhibit 10(f)(1) effective as of January 1, 1996	HI's Form 10-Q for the quarter ended June 30, 1996	1-7629	10(a)
*10(f)(9)	--	Eighth Amendment to Exhibit 10(f)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(a)
*10(f)(10)	--	Ninth Amendment to Exhibit 10(f)(1) effective in part, January 1, 1997, and in part, January 1, 1998	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(f)(10)
*10(g)	--	Benefit Restoration Plan of HI effective as of June 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(c)
*10(h)	--	Benefit Restoration Plan of HI as amended and restated effective as of January 1, 1988	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(g)(2)
*10(i)(1)	--	Benefit Restoration Plan of HI, as amended and restated effective as of July 1, 1991	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(g)(3)
*10(i)(2)	--	First Amendment to Exhibit 10(i)(1) effective in part, August 6, 1997, in part, September 3, 1997, and in part, October 1, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(i)(2)
*10(j)(1)	--	Deferred Compensation Plan of HI effective as of September 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(d)
*10(j)(2)	--	First Amendment to Exhibit 10(j)(1) effective as of September 1, 1985	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(d)(2)
*10(j)(3)	--	Second Amendment to Exhibit 10(j)(1) effective as of March	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(e)

		30, 1992			
*10(j)(4)	--	Third Amendment to Exhibit 10(j)(1) effective as of June 2, 1993	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(h)(4)
*10(j)(5)	--	Fourth Amendment to Exhibit 10(j)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(h)(5)
*10(j)(6)	--	Fifth Amendment to Exhibit 10(j)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(d)
*10(j)(7)	--	Sixth Amendment to Exhibit 10(j)(1) effective as of December 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(b)

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
*10(j)(8)	--	Seventh Amendment to Exhibit 10(j)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(b)
*10(j)(9)	--	Eighth Amendment to Exhibit 10(j)(1) effective as of October 1, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(j)(9)
*10(j)(10)	--	Ninth Amendment to Exhibit 10(j)(1) effective as of September 3, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(j)(10)
*10(j)(11)	--	Tenth Amendment to Exhibit 10(j)(1) effective as of January 1, 2001	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(j)(11)
*10(j)(12)	--	Eleventh Amendment to Exhibit 10(j)(1) effective as of August 31, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(j)(12)
*10(j)(13)	--	CenterPoint Energy 1985 Deferred Compensation Plan, as amended and restated effective January 1, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.1
*10(k)(1)	--	Deferred Compensation Plan of HI effective as of January 1, 1989	HI's Form 10-Q for the quarter ended June 30, 1989	1-7629	10(a)
*10(k)(2)	--	First Amendment to Exhibit 10(k)(1) effective as of January 1, 1989	HI's Form 10-K for the year ended December 31, 1989	1-7629	10(e)(3)
*10(k)(3)	--	Second Amendment to Exhibit 10(k)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(f)
*10(k)(4)	--	Third Amendment to Exhibit 10(k)(1) effective as of June 2, 1993	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(i)(4)
*10(k)(5)	--	Fourth Amendment to Exhibit 10(k)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(i)(5)
*10(k)(6)	--	Fifth Amendment to Exhibit 10(k)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(c)
*10(k)(7)	--	Sixth Amendment to Exhibit 10(k)(1) effective December 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(c)
*10(k)(8)	--	Seventh Amendment to Exhibit 10(k)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(c)
*10(k)(9)	--	Eighth Amendment to Exhibit 10(k)(1) effective in part October 1, 1997 and in part January 1, 1998	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(k)(9)
*10(k)(10)	--	Ninth Amendment to Exhibit 10(k)(1) effective as of September 3, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(k)(10)
*10(k)(11)	--	Tenth Amendment to Exhibit 10(k)(1) effective as of January 1, 2001	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(k)(11)
*10(k)(12)	--	Eleventh Amendment to Exhibit 10(k)(1) effective as of August 31, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(k)(12)
*10(l)(1)	--	Deferred Compensation Plan of HI effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(d)(3)
*10(l)(2)	--	First Amendment to Exhibit	HI's Form 10-K for the year	1-7629	10(j)(2)

		10(l)(1) effective as of January 1, 1991	ended December 31, 1991		
*10(l)(3)	--	Second Amendment to Exhibit 10(l)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(g)
*10(l)(4)	--	Third Amendment to Exhibit 10(l)(1) effective as of June 2, 1993	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(j)(4)
*10(l)(5)	--	Fourth Amendment to Exhibit 10(l)(1) effective as of December 1, 1993	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(j)(5)
*10(l)(6)	--	Fifth Amendment to Exhibit 10(l)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(j)(6)

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
*10(l)(7)	--	Sixth Amendment to Exhibit 10(l)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(b)
*10(l)(8)	--	Seventh Amendment to Exhibit 10(l)(1) effective as of December 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1996	1-7629	10(d)
*10(l)(9)	--	Eighth Amendment to Exhibit 10(l)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(d)
*10(l)(10)	--	Ninth Amendment to Exhibit 10(l)(1) effective in part August 6, 1997, in part October 1, 1997, and in part January 1, 1998	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(l)(10)
*10(l)(11)	--	Tenth Amendment to Exhibit 10(l)(1) effective as of September 3, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(i)(11)
*10(l)(12)	--	Eleventh Amendment to Exhibit 10(l)(1) effective as of January 1, 2001	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(l)(12)
*10(l)(13)	--	Twelfth Amendment to Exhibit 10(l)(1) effective as of August 31, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(l)(13)
*10(m)(1)	--	Long-Term Incentive Compensation Plan of HI effective as of January 1, 1989	HI's Form 10-Q for the quarter ended June 30, 1989	1-7629	10(c)
*10(m)(2)	--	First Amendment to Exhibit 10(m)(1) effective as of January 1, 1990	HI's Form 10-K for the year ended December 31, 1989	1-7629	10(f)(2)
*10(m)(3)	--	Second Amendment to Exhibit 10(m)(1) effective as of December 22, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(k)(3)
*10(m)(4)	--	Third Amendment to Exhibit 10(m)(1) effective as of August 6, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(m)(4)
*10(m)(5)	--	Fourth Amendment to Exhibit 10(m)(1) effective as of January 1, 2001	Reliant Energy's Form 10-Q for the quarter ended June 30, 2002	1-3187	10.4
*10(n)(1)	--	Form of stock option agreement for non-qualified stock options granted under Exhibit 10(m)(1)	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(h)
*10(n)(2)	--	Forms of restricted stock agreement for restricted stock granted under Exhibit 10(m)(1)	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(i)
*10(o)(1)	--	1994 Long-Term Incentive Compensation Plan of HI effective as of January 1, 1994	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(n)(1)
*10(o)(2)	--	Form of stock option agreement for non-qualified stock options granted under Exhibit 10(o)(1)	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(n)(2)
*10(o)(3)	--	First Amendment to Exhibit 10(o)(1) effective as of May 9, 1997	HI's Form 10-Q for the quarter ended June 30, 1997	1-7629	10(e)
*10(o)(4)	--	Second Amendment to Exhibit 10(o)(1) effective as of August 6, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(p)(4)
*10(o)(5)	--	Third Amendment to Exhibit 10(o)(1) effective as of	HI's Form 10-K for the year ended December 31, 1998	1-3187	10(p)(5)

		January 1, 1998			
*10(o)(6)	--	Reliant Energy 1994 Long- Term Incentive Compensation Plan, as amended and restated effective January 1, 2001	Reliant Energy's Form 10-Q for the quarter ended June 30, 2002	1-3187	10.6
*10(o)(7)	--	First Amendment to Exhibit 10(o)(6), effective December 1, 2003	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	10(p)(7)

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
*10(o)(8)	--	Form of Non-Qualified Stock Option Award Notice under Exhibit 10(o)(6)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.6
*10(p)(1)	--	Savings Restoration Plan of HI effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(f)
*10(p)(2)	--	First Amendment to Exhibit 10(p)(1) effective as of January 1, 1992	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(l)(2)
*10(p)(3)	--	Second Amendment to Exhibit 10(p)(1) effective in part, August 6, 1997, and in part, October 1, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(q)(3)
*10(q)(1)	--	Director Benefits Plan effective as of January 1, 1992	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(m)
*10(q)(2)	--	First Amendment to Exhibit 10(q)(1) effective as of August 6, 1997	HI's Form 10-K for the year ended December 31, 1998	1-7629	10(m)(1)
*10(q)(3)	--	CenterPoint Energy Outside Director Benefits Plan, as amended and restated effective June 18, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.6
*10(q)(4)	--	First Amendment to Exhibit 10(q)(3) effective as of January 1, 2004	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2004	1-31447	10.6
*10(r)(1)	--	Executive Life Insurance Plan of HI effective as of January 1, 1994	HI's Form 10-K for the year ended December 31, 1993	1-7629	10(q)
*10(r)(2)	--	First Amendment to Exhibit 10(r)(1) effective as of January 1, 1994	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10
*10(r)(3)	--	Second Amendment to Exhibit 10(r)(1) effective as of August 6, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(s)(3)
*10(r)(4)	--	CenterPoint Energy Executive Life Insurance Plan, as amended and restated effective June 18, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.5
*10(s)	--	Employment and Supplemental Benefits Agreement between HL&P and Hugh Rice Kelly	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(f)
*10(t)(1)	--	Reliant Energy Savings Plan, as amended and restated effective April 1, 1999	Reliant Energy's Form 10-K for the year ended December 31, 1999	1-3187	10(cc)(1)
*10(t)(2)	--	First Amendment to Exhibit 10(t)(1) effective January 1, 1999	Reliant Energy's Form 10-Q for the quarter ended June 30, 2002	1-3187	10.9
*10(t)(3)	--	Second Amendment to Exhibit 10(t)(1) effective January 1, 1997	Reliant Energy's Form 10-Q for the quarter ended June 30, 2002	1-3187	10.10
*10(t)(4)	--	Third Amendment to Exhibit 10(t)(1) effective January 1, 2001	Reliant Energy's Form 10-Q for the quarter ended June 30, 2002	1-3187	10.11
*10(t)(5)	--	Fourth Amendment to Exhibit 10(t)(1) effective May 6, 2002	Reliant Energy's Form 10-Q for the quarter ended June 30, 2002	1-3187	10.12
*10(t)(6)	--	Fifth Amendment to Exhibit 10(t)(1) effective January 1, 2002 and as renamed effective October 2, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(6)
++*10(t)(7)	--	Sixth Amendment to Exhibit			

		10(t)(1) effective January 1, 2005			
*10(t)(8)	--	Reliant Energy Savings Trust between Reliant Energy and The Northern Trust Company, as Trustee, as amended and restated effective April 1, 1999	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(7)
*10(t)(9)	--	First Amendment to Exhibit 10(t)(8) effective September 30, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(8)

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
*10(t)(10)	--	Second Amendment to Exhibit 10(t)(8) effective January 6, 2003	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	10(u)(9)
*10(t)(11)	--	Reliant Energy Retirement Plan, as amended and restated effective January 1, 1999	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(10)
*10(t)(12)	--	First Amendment to Exhibit 10(t)(11) effective as of January 1, 1995	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(11)
*10(t)(13)	--	Second Amendment to Exhibit 10(t)(11) effective as of January 1, 1995	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(12)
*10(t)(14)	--	Third Amendment to Exhibit 10(t)(11) effective as of January 1, 2001	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(13)
*10(t)(15)	--	Fourth Amendment to Exhibit 10(t)(11) effective as of January 1, 2001	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(14)
*10(t)(16)	--	Fifth Amendment to Exhibit 10(t)(11) effective as of November 15, 2002, and as renamed effective October 2, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(15)
*10(t)(17)	--	Sixth Amendment to Exhibit 10(t)(11) effective as of January 1, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(u)(16)
*10(t)(18)	--	Seventh Amendment to Exhibit 10(t)(11) effective December 1, 2003	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	10(u)(18)
*10(t)(19)	--	Eighth Amendment to Exhibit 10(t)(11) effective as of January 1, 2004	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2004	1-31447	10.7
++*10(t)(20)	--	Ninth Amendment to Exhibit 10(t)(11) effective as of October 27, 2004			
++*10(t)(21)	--	Tenth Amendment to Exhibit 10(t)(11) effective as of January 1, 2005			
*10(t)(22)	--	Reliant Energy, Incorporated Master Retirement Trust (as amended and restated effective January 1, 1999 and renamed effective May 5, 1999)	Reliant Energy's Form 10-K for the year ended December 31, 1999	1-3187	10(u)(3)
10(t)(23)	--	Contribution and Registration Agreement dated December 18, 2001 among Reliant Energy, CenterPoint Energy and the Northern Trust Company, trustee under the Reliant Energy, Incorporated Master Retirement Trust	Reliant Energy's Form 10-K for the year ended December 31, 2001	1-3187	10(u)(4)
10(u)(1)	--	Stockholder's Agreement dated as of July 6, 1995 between Houston Industries Incorporated and Time Warner Inc.	Schedule 13-D dated July 6, 1995	5-19351	2
10(u)(2)	--	Amendment to Exhibit 10(u)(1) dated November 18, 1996	HI's Form 10-K for the year ended December 31, 1996	1-7629	10(x)(4)
*10(v)(1)	--	Houston Industries Incorporated Executive Deferred Compensation Trust effective as of December 19,	HI's Form 10-K for the year ended December 31, 1995	1-7629	10(7)

		1995			
*10(v)(2)	--	First Amendment to Exhibit 10(v)(1) effective as of August 6, 1997	HI's Form 10-Q for the quarter ended June 30, 1998	1-3187	10
*10(w)	--	Letter Agreement dated December 9, 2004 between CenterPoint Energy and Milton Carroll	CenterPoint Energy's Form 8-K dated December 9, 2004	1-31447	10.1

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
*10(x)(1)	--	Reliant Energy, Incorporated and Subsidiaries Common Stock Participation Plan for Designated New Employees and Non-Officer Employees effective as of March 4, 1998	Reliant Energy's Form 10-K for the year ended December 31, 2000	1-3187	10(y)
*10(x)(2)	--	Reliant Energy, Incorporated and Subsidiaries Common Stock Participation Plan for Designated New Employees and Non-Officer Employees, as amended and restated effective January 1, 2001	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(y)(2)
*10(y)	--	Reliant Energy, Incorporated Annual Incentive Compensation Plan, as amended and restated effective January 1, 1999	Reliant Energy's Definitive Proxy Statement for 2000 Annual Meeting of Shareholders	1-3187	Exhibit A
*10(z)(1)	--	Long-Term Incentive Plan of Reliant Energy, Incorporated effective as of January 1, 2001	Reliant Energy's Registration Statement on Form S-8 dated May 4, 2001	333-60260	4.6
*10(z)(2)	--	First Amendment to Exhibit 10(z)(1) effective as of January 1, 2001	Reliant Energy's Registration Statement on Form S-8 dated May 4, 2001	333-60260	4.7
*10(z)(3)	--	Second Amendment to Exhibit 10(z)(1) effective November 5, 2003	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	10(aa)(3)
*10(z)(4)	--	Long-Term Incentive Plan of CenterPoint Energy, Inc. (amended and restated effective as of May 1, 2004)	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2004	1-31447	10.5
*10(z)(5)	--	Form of Non-Qualified Stock Option Award Agreement under Exhibit 10(z)(4)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.1
*10(z)(6)	--	Form of Restricted Stock Award Agreement under Exhibit 10(z)(4)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.2
*10(z)(7)	--	Form of Performance Share Award under Exhibit 10(z)(4)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.3
*10(z)(8)	--	Form of Performance Unit Award under Exhibit 10(z)(4)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.4
*10(z)(9)	--	Form of Restricted Stock Award Agreement (With Performance Vesting Requirement) under Exhibit 10(z)(4)	CenterPoint Energy's Form 8-K dated February 21, 2005	1-31447	10.2
*10(z)(10)	--	Summary of Performance Objectives for Awards under Exhibit 10(z)(4)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.5
10(aa)(1)	--	Master Separation Agreement entered into as of December 31, 2000 between Reliant Energy, Incorporated and Reliant Resources, Inc.	Reliant Energy's Form 10-Q for the quarter ended March 31, 2001	1-3187	10.1
10(aa)(2)	--	First Amendment to Exhibit 10(aa)(1) effective as of February 1, 2003	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(bb)(5)
10(aa)(3)	--	Employee Matters Agreement, entered into as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Reliant Energy's Form 10-Q for the quarter ended March 31, 2001	1-3187	10.5
10(aa)(4)	--	Retail Agreement, entered into as of December 31, 2000,	Reliant Energy's Form 10-Q for the quarter ended March 31, 2001	1-3187	10.6

		between Reliant Energy, Incorporated and Reliant Resources, Inc.			
10(aa)(5)	--	Tax Allocation Agreement, entered into as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Reliant Energy's Form 10-Q for the quarter ended March 31, 2001	1-3187	10.8

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
10(bb)(1)	--	Separation Agreement entered into as of August 31, 2002 between CenterPoint Energy and Texas Genco	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(cc)(1)
10(bb)(2)	--	Transition Services Agreement, dated as of August 31, 2002, between CenterPoint Energy and Texas Genco	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(cc)(2)
10(bb)(3)	--	Tax Allocation Agreement, dated as of August 31, 2002, between CenterPoint Energy and Texas Genco	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(cc)(3)
10(bb)(4)	--	Assignment and Assumption Agreement for the Technical Services Agreement entered into as of August 31, 2002, by and between CenterPoint Energy and Texas Genco, LP	Texas Genco's Registration Statement on Form 10	1-31449	10.11
*10(cc)	--	Retention Agreement effective October 15, 2001 between Reliant Energy and David G. Tees	Reliant Energy's Form 10-K for the year ended December 31, 2001	1-3187	10(jj)
*10(dd)	--	Retention Agreement effective October 15, 2001 between Reliant Energy and Michael A. Reed	Reliant Energy's Form 10-K for the year ended December 31, 2001	1-3187	10(kk)
*10(ee)(1)	--	Non-Qualified Executive Disability Income Plan of Arkla, Inc. effective as of August 1, 1983	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(ff)(1)
*10(ee)(2)	--	Executive Disability Income Agreement effective July 1, 1984 between Arkla, Inc. and T. Milton Honea	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(ff)(2)
*10(ff)	--	Non-Qualified Unfunded Executive Supplemental Income Retirement Plan of Arkla, Inc. effective as of August 1, 1983	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(gg)
*10(gg)(1)	--	Deferred Compensation Plan for Directors of Arkla, Inc. effective as of November 10, 1988	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(hh)(1)
*10(gg)(2)	--	First Amendment to Exhibit 10(hh)(1) effective as of August 6, 1997	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(hh)(2)
10(hh)	--	Pledge Agreement dated as of May 28, 2003 by Utility Holding, LLC in favor of JP Morgan Chase Bank, as administrative agent	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2003	1-31447	10.1
*10(ii)	--	CenterPoint Energy Deferred Compensation Plan, as amended and restated effective January 1, 2003	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2003	1-31447	10.2
*10(jj)(1)	--	CenterPoint Energy Short Term Incentive Plan, as amended and restated effective January 1, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.3
*10(jj)(2)	--	Summary of 2005 goals for Exhibit 10(jj)(1)	CenterPoint Energy's Form 8-K dated February 21, 2005	1-31447	10.1
*10(kk)	--	CenterPoint Energy Stock Plan for Outside Directors, as amended and restated effective	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	10(ll)

May 7, 2003

++10(ll)	--	Summary of non-employee director compensation
++10(mm)	--	Summary of named executive officer compensation
++12	--	Computation of Ratios of Earnings to Fixed Charges

EXHIBIT NUMBER		DESCRIPTION	REPORT OR REGISTRATION STATEMENT	SEC FILE OR REGISTRATION NUMBER	EXHIBIT REFERENCE
++21	--	Subsidiaries of CenterPoint Energy			
+23	--	Report and Consent of Deloitte & Touche LLP			
+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			

EXHIBIT 23

REPORT AND CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We consent to the incorporation by reference in Registration Statement Nos. 333-120306, 333-116246, 333-114543, 333-114440 and 333-110348 on Form S-3; Registration Statement No. 333-123182 on Form S-4; Registration Statement Nos. 333-115976 and 333-105773 on Form S-8; Post-Effective Amendment No. 1 to Registration Statement Nos. 333-33301-99, 333-33303-99 and 333-58433-99 on Form S-3; Post Effective Amendment No. 1 to Registration Statement Nos. 333-32413-99, 333-49333-99, 333-38188-99, 333-60260-99, 333-98271-99 and 333-101202 on Form S-8; and Post-Effective Amendment No. 5 to Registration Statement No. 333-11329-99 on Form S-8 of our report dated March 15, 2005, relating to the financial statement schedules of CenterPoint Energy, Inc. appearing in this Form 10-K/A.

DELOITTE & TOUCHE LLP

Houston, Texas

August 26, 2005

EXHIBIT 31.1

CERTIFICATIONS

I, David M. McClanahan, certify that:

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

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

Date: August 29, 2005

/s/ David M. McClanahan

David M. McClanahan
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Gary L. Whitlock, certify that:

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

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

Date: August 29, 2005

/s/ Gary L. Whitlock

Gary L. Whitlock
Executive Vice President and
Chief Financial Officer

End of Filing

Powered By EDGAR Online

© 2005 | EDGAR Online, Inc.