

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

FORM U-1/A

POST-EFFECTIVE AMENDMENT NO. 5 TO
APPLICATION/DECLARATION

UNDER

THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

CenterPoint Energy, Inc.
1111 Louisiana
Houston, Texas 77002

Utility Holding, LLC
200 West Ninth Street Plaza
Suite 411
Wilmington, Delaware 19801

(Name of companies filing this statement and
address of principal executive offices)

CenterPoint Energy, Inc.
1111 Louisiana
Houston, Texas 77002

(Name of top registered holding company parent of each applicant or declarant)

Rufus S. Scott
Vice President, Deputy General Counsel and Assistant Corporate Secretary
CenterPoint Energy, Inc.
1111 Louisiana
Houston, Texas 77002
(713) 207-7451

(Names and addresses of agents for service)

The Commission is also requested to send copies
of any communications in connection with this matter to:

James R. Doty, Esq.
Joanne C. Rutkowski, Esq.
Baker Botts L.L.P.
The Warner
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2400
(202) 639-7700

Margo S. Scholin, Esq.
Baker Botts L.L.P.
3000 One Shell Plaza
Houston, Texas 77002-4995
(713) 229-1234

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

From time to time, CenterPoint Energy, Inc. and its subsidiaries 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, within the meaning of Rule 103A under the Public Utility Holding Company Act of 1935 or other provisions of the securities laws. Actual results may differ materially from those expressed or implied by these statements. The reader can generally identify our forward-looking statements by the words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "should," "will," "forecast," "goal," "objective," "projection," 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 the reader that assumptions, beliefs, expectations, intentions and projections about future events may and often do vary materially from actual results. Therefore, we cannot assure the reader that actual results will not differ materially from those expressed or implied by our forward-looking statements.

For some of the factors that could cause actual results to differ materially from those expressed or implied by our forward-looking statements, see CenterPoint Energy, Inc.'s Annual Report on Form 10-K for the period ending December 31, 2002 (File No. 1-31447), including those outlined in "Business -- Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Certain Factors Affecting Our Future Earnings", the Current Report of CenterPoint Energy, Inc. on Form 8-K dated as of May 12, 2003 and in this Form U-1/A.

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

CenterPoint Energy, Inc. ("CenterPoint" or the "Company") and Utility Holding, LLC hereby provides additional information in this Application-Declaration to update the Securities and Exchange Commission (the "Commission") on recent developments in File No. 070-9895.

This Post-Effective Amendment No. 5 to the Application-Declaration is intended to supplement and amend, as appropriate, Post-Effective Amendment No. 4 to the Application-Declaration (the "Post-Effective Amendment No. 4").

As discussed in the Post-Effective Amendment No. 4, pursuant to authority granted by the Commission in its order dated July 5, 2002 (HCAR No. 27548), CenterPoint entered into a \$3.85 billion, 364-day credit facility (the "CenterPoint Facility") to replace a similar facility that had expired. On February 28, 2003, CenterPoint reached agreement with a syndicate of banks on a second amendment to the CenterPoint Facility (the "Second Amendment"), which provided significant improvements for CenterPoint and enhanced its access to the capital markets.(1)

As additional compensation to the banks for the extended maturity and the elimination of the mandatory prepayments that had existed under the CenterPoint Facility, CenterPoint committed under the Second Amendment to grant the banks, on or before May 28, 2003, warrants to purchase 10 percent, on a fully diluted basis, of the Company's common stock. The exercise price for the warrants would be equal to the greater of (i) \$6.56 or (ii) 110 percent of the closing price on the New York Stock Exchange on the date the warrants are issued. The warrants would be issued upon receipt of Commission approval and would remain outstanding for four years. They would not, however, be exercisable for a year after issuance.

CenterPoint has the opportunity to reduce or extinguish the warrants to the extent it reduces the bank facility during 2003 by specified amounts. The Second Amendment contemplates that the Company could extinguish up to \$400 million of warrants by reducing the bank facility by a like amount on or before May 28, 2003. The remaining 50% of the warrants could be extinguished, on a proportionate basis, to the extent the Company reduces the bank facility by up to an additional \$400 million by the end of 2003.

To date, CenterPoint has reduced the bank facility by \$607 million, thereby extinguishing approximately 75% of the warrants, and anticipates that it will obtain sufficient funds from recently announced financings to eliminate the vesting of the remainder of the warrants.

- - - - -

(1) At current credit ratings, pricing for loans under the Second Amendment remains the same as under the original CenterPoint Facility. CenterPoint has agreed to pay the banks an extension fee of 75 basis points on the amounts outstanding under the bank facility on October 9, 2003, the maturity date of the original CenterPoint Facility. CenterPoint also paid \$41 million in fees that were due on February 28, 2003 and agreed to accelerate payment of \$20 million in fees that were otherwise due on June 30, 2003, under the terms of the existing facility.

EXHIBITS

- Exhibit G-26 Description of existing system debt and a discussion of priorities with respect to same (revised).
- Exhibit G-27 Financing Opinion (filed in connection herewith with a request for confidential treatment).

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the Applicants have duly caused this Application/Declaration to be signed on their behalf by the undersigned thereunto duly authorized.

Date: May 22, 2003

CENTERPOINT ENERGY, INC.
and its subsidiary companies as named on the title page

By: /s/ Rufus S. Scott

Rufus S. Scott
Vice President, Deputy General Counsel and Assistant Corporate Secretary
CenterPoint Energy, Inc.

PRIORITY OF PAYMENT OBLIGATIONS IN A LIQUIDATION SCENARIO PRE-FINANCING

PRIORITY OF CENTERPOINT (CORPORATE) PAYMENT OBLIGATIONS

1. Secured debt, including collateralized pollution control bonds, to the extent of the collateral.
2. Senior unsecured debt, including bank loans, uncollateralized pollution control bonds, convertible notes, trade payables and other unsecured liabilities.
3. ZENS (junior right of payment to all senior indebtedness).
4. Debentures issued to trusts issuing trust preferred securities (subordinate and junior in right of payment to all senior indebtedness and pari passu with obligations to or rights of CenterPoint's other general unsecured creditors).
5. Common stock.

PRIORITY OF T&D UTILITY PAYMENT OBLIGATIONS

1. First mortgage bonds to the extent of the collateral.
2. General mortgage bonds and term loan collateralized by general mortgage bonds to the extent of the collateral.
3. LLC membership interests.

PRIORITY OF GASCO PAYMENT OBLIGATIONS

1. Senior unsecured debt, including bank lines of credit, trade payables and other unsecured liabilities.
2. Convertible subordinated debentures (subordinate to all senior indebtedness including leases).
3. Debentures issued to trust issuing convertible trust preferred securities (subordinate and junior in right of payment to all senior indebtedness and pari passu with obligations to or rights of GasCo's other general unsecured creditors).
4. Common stock.

PRIORITY OF PAYMENT OBLIGATIONS IN A LIQUIDATION SCENARIO POST-FINANCING

PRIORITY OF CENTERPOINT (CORPORATE) PAYMENT OBLIGATIONS

1. Senior secured debt, including bank loans and collateralized pollution control bonds, to the extent of the collateral.
2. Senior unsecured debt, including bank loans in excess of the collateral, uncollateralized pollution control bonds, convertible notes, trade payables and other unsecured liabilities.
3. ZENS (junior right of payment to all senior indebtedness).
4. Debentures issued to trusts issuing trust preferred securities (subordinate and junior in right of payment to all senior indebtedness and pari passu with obligations to or rights of CenterPoint's other general unsecured creditors).
5. Common stock.

PRIORITY OF T&D UTILITY PAYMENT OBLIGATIONS

1. First mortgage bonds to the extent of the collateral.
2. General mortgage bonds and term loan collateralized by general mortgage bonds to the extent of the collateral.
3. LLC membership interests.

PRIORITY OF GASCO PAYMENT OBLIGATIONS

1. Senior unsecured debt, including bank lines of credit, trade payables and other unsecured liabilities
2. Convertible subordinated debentures (subordinate to all senior indebtedness including leases)
3. Debentures issued to trust issuing convertible trust preferred securities (subordinate and junior in right of payment to all senior indebtedness and pari passu with obligations to or rights of GasCo's other general unsecured creditors)
4. Common stock

OBLIGATION
AMOUNT MATURITY
PRIORITY*
SECURITY - ----

CENTERPOINT
ENERGY, INC.**
\$3.243 billion
bank facility
\$3.243 billion
June 2005
SENIOR TO THE
SECURED TO THE
EXTENT OF THE
VALUE OF
UNSECURED DEBT
OF TEXAS GENCO
STOCK.***
PARENT TO THE
EXTENT OF THE
COLLATERAL.****
DEBT IN EXCESS
OF THE VALUE OF
THE COLLATERAL
IS SENIOR
UNSECURED DEBT
OF PARENT. ZENS
\$840 million
September
Junior in right
of Unsecured.
15, 2029
payment to all
senior
indebtedness.
Collateralized
Pollution \$924
million Various
Senior secured
debt Debt at
the parent
level is
collateralized
Control Bonds
of Parent. by
First Mortgage
Bonds or
General
Mortgage Bonds
of the T&D
Utility, which
are obligations
of T&D Utility
and secured by
the property of
the T&D
Utility. Debt
collateralized
by First
Mortgage Bonds
was incurred by
the T&D Utility
prior to the
formation of
CenterPoint,
but became an
obligation of
the holding
company under

the terms of
the underlying
installment
payment
agreements.

General

Mortgage Bonds
were first
issued by the
T&D Utility in
October 2002 in
connection with
the refinancing
of bank debt.

Under "equal
and ratable"
security
clauses, the
T&D Utility was
required to
issue General
Mortgage Bonds
to secure some
series of
Pollution
Control Bonds
that originally
were unsecured.

Convertible
Senior Notes
\$575 million
May 15, 2023
Senior
unsecured
Unsecured. debt
of Parent.

OBLIGATION
AMOUNT MATURITY
PRIORITY*
SECURITY - ----

Uncollateralized
Pollution \$519
million Various
Senior
unsecured

Unsecured. Debt
was incurred by
the T&D Control
Bonds debt of
Parent. Utility
prior to the
formation of
CenterPoint,
but became an
obligation of
the holding
company under
the terms of
the underlying
installment
payment
agreements.

Trust Preferred
Securities****
\$725 million
Various The
obligations of
Unsecured.

Trust Preferred
Securities the
Parent on the
issued by
subsidiary
trusts prior to
the debentures
issued to
formation of
CenterPoint,
but trusts the
trust are
became indirect
subsidiaries of
subordinated
and CenterPoint
at the time of
the junior in
right of
restructuring.

In each case,
the parent
payment to all
company issued
subordinated
debentures
senior
indebtedness to
the trusts, the
debt service on
which of the
Parent, and is
the only source
of funds
available to
pari passu with
the trusts to
pay

distributions
on the
obligations to
other trust
preferred
securities.
Those general
unsecured
subordinated
debentures are
now the
creditors. The
obligations of
CenterPoint.
Parent has the
right in
certain
circumstances
to defer
payment of
interest on the
debentures from
time to time.

T&D UTILITY
First Mortgage
Bonds \$302
million Various
Senior. Secured
by a lien on
most assets of
the T&D
Utility. Issued
by utility
beginning in
1944 to secure
indebtedness of
an integrated
electric
utility. First
Mortgage Bonds
have not been
issued since
1995.

Collateralized
Term Loan
\$1.310 billion
November
Senior. Secured
by a lien on
most assets of
the 11, 2005

T&D Utility
that is junior
to the lien of
the First
Mortgage Bonds.

The General
Mortgage Bonds
were issued by
T&D Utility
November 12,
2002 in
connection with
a term loan.

OBLIGATION
AMOUNT MATURITY
PRIORITY*
SECURITY - ----

General
Mortgage Bonds
\$762 million
Various Senior.
Secured by a
lien on most
assets of the
T&D Utility
that is junior
to the lien of
the First
Mortgage Bonds.
The General
Mortgage Bonds
were issued by
the T&D Utility
on March 18,
2003. *

Priority
against primary
obligor. ** All
obligations of
Parent are
structurally
subordinated to
obligations of
the
subsidiaries.
*** Security
will be
released when
Genco assets
divested. ****
The Parent has
provided a
guarantee of
certain
payments, but
only to the
extent that the
trust has funds
available for
such payments.

TRANSITION BOND
COMPANY
Transition
Bonds \$729
million Various
Senior Issued
by subsidiary
of T&D Utility
in 2001
pursuant to
Texas Electric
Restructuring
Law. Bonds are
non-recourse to
the T&D
Utility.
Secured by
Transition
Charge approved
by the Texas
Utility
Commission.
GasCo Synthetic

Put Bonds
(TERMS) \$140
million
November Same
as other
Unsecured. 1,
2003 senior
unsecured (must
be debt of
GasCo.
remarketed or
refinanced)
Same as other
Unsecured.
senior
unsecured
Debentures/Notes
\$2.222 billion
Various debt of
GasCo. Bank
Facility \$200
million March
23, Same as
other
Unsecured. 2004
senior
unsecured debt
of GasCo.

OBLIGATION
AMOUNT
MATURITY
PRIORITY*
SECURITY - --

Convertible
Subordinated
\$79 million
March 15,
Subordinated
to Unsecured.
Debentures
2012 senior
unsecured
debt of
GasCo. Trust
Preferred
Securities****

\$0.4 million
2026 The
obligations
of Unsecured.
The trust
preferred the
Parent on the
securities
were issued
by a
financing
**** GasCo
has provided
a
subordinated
subsidiary of
NorAm Energy
Corp. before
guarantee, on
a
subordinated
debentures
issued to its
acquisition
by

CenterPoint's
basis, of
certain
payments, the
trust are
predecessor.
NorAm issued
convertible
but only to
the extent
that
subordinate
and junior
subordinated
debentures to
the the trust
has funds
available
junior in
right of
trust, the
interest
payments on
which for
such
payments.
payment to

all are
utilized to
pay the
distributions
on senior
indebtedness
the trust
preferred
securities.
The and pari
passu with
trust
preferred
securities
are
obligations
to or
convertible
into
CenterPoint
common rights
of GasCo's
stock. other
unsecured
creditors.
The Parent
has the right
in certain
circumstances
to defer
payment of
interest on
the
debentures
from time to
time.
CenterPoint
Energy Gas
Receivables,
LLC
Receivables
Facility \$150
million
November
Senior
Ownership of
the
receivables.
14, 2003