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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 19, 2011

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**CENTERPOINT ENERGY RESOURCES CORP.**

(Exact name of registrant as specified in its charter)

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

**1-13265**  
(Commission File Number)

**76-0511406**  
(IRS Employer  
Identification No.)

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

**77002**  
(Zip Code)

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On January 20, 2011, CenterPoint Energy Resources Corp. (“CERC”) issued \$342,998,000 aggregate principal amount of 4.50% senior notes due 2021 (the “2021 Notes”) in connection with the expiration of the early participation period for its previously announced offer to certain eligible holders to exchange any and all of its outstanding \$762 million aggregate principal amount of 7.875% senior notes due 2013 (the “2013 Notes”) for a combination of newly issued 4.50% senior notes due 2021 and cash (the “exchange offer”). As a result, the outstanding principal amount of 2013 Notes has been reduced by \$397,236,000, with \$364,764,000 remaining outstanding.

The 2021 Notes were issued pursuant to the Indenture dated as of February 1, 1998 between CERC (formerly NorAm Energy Corp.) and The Bank of New York Mellon Trust Company, N.A. (successor to JPMorgan Chase Bank, National Association (formerly Chase Bank of Texas, National Association)), as trustee (the “Trustee”), as amended by Supplemental Indenture No. 14, dated as of January 11, 2011, between CERC and the Trustee, and Supplemental Indenture No. 15, dated as of January 20, 2011, between CERC and the Trustee (as so amended, the “Indenture”).

The 2021 Notes will mature on January 15, 2021. CERC will pay interest on the 2021 Notes on January 15 and July 15 of each year, beginning on July 15, 2011. The 2021 Notes are general unsecured obligations of CERC, rank equally in right of payment with all of CERC’s other existing and future unsecured and unsubordinated indebtedness and, with respect to the assets and earnings of CERC’s subsidiaries, structurally rank below all of the liabilities of such subsidiaries. The 2021 Notes are subject to optional redemption prior to maturity as described in the Indenture. The 2021 Notes and the Indenture contain customary events of default, including failure to pay principal or interest on the 2021 Notes when due.

In connection with the issuance of the 2021 Notes, CERC has entered into a Registration Rights Agreement (the “Registration Rights Agreement”) with the dealer managers for the exchange offer and other parties named therein. Pursuant to the Registration Rights Agreement, CERC will be obligated to file a registration statement with respect to an offer to exchange the 2021 Notes for substantially similar notes of CERC that are registered under the Securities Act or, in certain circumstances, register the resale of the 2021 Notes.

CERC will generally be required to file the registration statement no later than 120 days after the final settlement date relating to the exchange offer (the “Registration Rights Issue Date”) and to cause such registration statement to become effective no later than 180 days after the Registration Rights Issue date (unless the registration statement is reviewed by the SEC, in which case no later than 240 days after the Registration Rights Issue Date). If it fails to satisfy these and other obligations contained in the Registration Rights Agreement, CERC will be obligated to make additional payments of interest to the holders of the 2021 Notes as described in the Registration Rights Agreement.

The 2021 Notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This report does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

A copy of the Indenture, the form of Supplemental Indenture No. 14 (including the forms of the 2021 Notes), the form of Supplemental Indenture No. 15 and the form of Registration Rights Agreement have been filed as Exhibits 4.1, 4.2, 4.3 and 4.4, respectively, to this report and are incorporated by reference herein.

### **Item 8.01 Other Events.**

On January 19, 2011, CERC issued the press release attached as Exhibit 99.1 to this Form 8-K. The press release relates to the expiration of the early participation period for and the pricing of the exchange offer.

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## Item 9.01 Financial Statements and Exhibits.

The exhibits listed below are filed herewith.

- (d) Exhibits.
  - 4.1 Indenture, dated as of February 1, 1998, between CenterPoint Energy Resources Corp. (formerly NorAm Energy Corp.) and The Bank of New York Mellon Trust Company, N.A. (successor to JPMorgan Chase Bank, National Association (formerly Chase Bank of Texas, National Association)), as trustee (incorporated by reference to Exhibit 4.1 to CERC's Current Report on Form 8-K dated February 5, 1998).
  - 4.2 Form of Supplemental Indenture No. 14 to the Indenture between CenterPoint Energy Resources Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of the 2021 Notes) (incorporated by reference to Exhibit 4.2 to CERC's Current Report on Form 8-K filed on January 10, 2011).
  - 4.3 Form of Supplemental Indenture No. 15 to the Indenture between CenterPoint Energy Resources Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee.
  - 4.4 Form of Registration Rights Agreement among CenterPoint Energy Resources Corp., the representatives of the initial purchasers of the 2021 Notes and the other parties named therein (incorporated by reference to Exhibit 4.3 to CERC's Current Report on Form 8-K filed on January 10, 2011).
  - 99.1 Press Release dated January 19, 2011, announcing the expiration of the early participation period for and the pricing of the exchange offer for 7.875% senior notes due 2013.
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTERPOINT ENERGY RESOURCES CORP.

Date: January 20, 2011

By: /s/ Walter L. Fitzgerald

Walter L. Fitzgerald  
*Senior Vice President and  
Chief Accounting Officer*

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## EXHIBIT INDEX

<b>EXHIBIT NUMBER</b>	<b>EXHIBIT DESCRIPTION</b>
4.1	Indenture, dated as of February 1, 1998, between CenterPoint Energy Resources Corp. (formerly NorAm Energy Corp.) and The Bank of New York Mellon Trust Company, N.A. (successor to JPMorgan Chase Bank, National Association (formerly Chase Bank of Texas, National Association)), as trustee (incorporated by reference to Exhibit 4.1 to CERC's Current Report on Form 8-K dated February 5, 1998).
4.2	Form of Supplemental Indenture No. 14 to the Indenture between CenterPoint Energy Resources Corp. and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of the 2021 Notes) (incorporated by reference to Exhibit 4.2 to CERC's Current Report on Form 8-K filed on January 10, 2011).
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99.1	Press Release dated January 19, 2011, announcing the expiration of the early participation period for and the pricing of the exchange offer for 7.875% senior notes due 2013.

CENTERPOINT ENERGY RESOURCES CORP.

(formerly known as NorAm Energy Corp.)

To

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

(successor to JPMorgan Chase Bank, National Association  
(formerly Chase Bank of Texas, National Association)),

Trustee

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SUPPLEMENTAL INDENTURE NO. 15

Dated as of January 20, 2011

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\$342,998,000  
4.50% Senior Notes due 2021  
Series A and Series B

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CENTERPOINT ENERGY RESOURCES CORP.

(formerly known as NorAm Energy Corp.)

SUPPLEMENTAL INDENTURE NO. 15

\$342,998,000

4.50% Senior Notes due 2021

Series A and Series B

SUPPLEMENTAL INDENTURE No. 15, dated as of January 20, 2011, between CENTERPOINT ENERGY RESOURCES CORP., a Delaware corporation formerly known as NorAm Energy Corp. (the "Company"), and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to JPMorgan Chase Bank, National Association (formerly Chase Bank of Texas, National Association)), as Trustee (the "Trustee").

RECITALS

The Company has heretofore executed and delivered to the Trustee an Indenture, dated as of February 1, 1998 (the "Original Indenture" and, as previously and hereby supplemented and amended, the "Indenture"), providing for the issuance from time to time of one or more series of the Company's Securities.

The Company has changed its name from "NorAm Energy Corp." to "CenterPoint Energy Resources Corp." and all references in the Indenture to the "Company" or "NorAm Energy Corp." shall be deemed to refer to CenterPoint Energy Resources Corp.

Pursuant to the terms of the Indenture, the Company provided for, among other things, the establishment of two series of Securities designated as the "4.50% Senior Notes due 2021, Series A" (the "2021 Series A Notes") and the "4.50% Senior Notes due 2021, Series B" (the "2021 Series B Notes" and, together with the 2021 Series A Notes, the "2021 Notes"), the form and substance of such Notes and the terms, provisions and conditions thereof in Supplemental Indenture No. 14 dated January 11, 2011, between the Company and the Trustee ("Supplemental Indenture No. 14").

Pursuant to the terms of the Indenture, the aggregate principal amount of the 2021 Notes can be increased pursuant to a resolution of the Board of Directors of the Company.

The Company has furnished the Trustee with a resolution of Board of Directors of the Company authorizing the increase of the aggregate principal amount of the 2021 Notes by an aggregate principal amount not to exceed the aggregate principal amount of the Company's 7.875% senior notes due 2013 (the "2013 Notes") surrendered for exchange for the 2021 Notes and cash pursuant to the Company's Offering Memorandum dated January 4, 2011 (the "Offering Memorandum") related to such exchange (the "Exchange Offer") and the execution of this Supplemental Indenture No. 15 to reflect such increase, and the Company has furnished the Trustee with an Officer's Certificate specifying that \$397,236,000 aggregate principal amount of the 2013 Notes have been surrendered in the Exchange Offer and that, as consideration therefor,

\$342,998,000 aggregate principal amount of the 2021 Notes are required to be issued to consummate the Exchange Offer.

Section 301 of the Original Indenture provides that various matters with respect to any series of Securities issued under the Indenture may be established in an indenture supplemental to the Indenture.

Subparagraph (7) of Section 901 of the Original Indenture provides that the Company and the Trustee may enter into an indenture supplemental to the Indenture to establish the form or terms of Securities of any series as permitted by Sections 201 and 301 of the Original Indenture.

For and in consideration of the premises and the issuance of the series of Securities provided for herein, it is mutually covenanted and agreed, for the equal and proportionate benefit of the Holders of the Securities of such series, as follows:

#### **ARTICLE ONE**

##### **Relation to Indenture; Additional Definitions**

Section 101. *Relation to Indenture.* This Supplemental Indenture No. 15 amends Supplemental Indenture No. 14 as provided in ARTICLE TWO below and constitutes an integral part of the Original Indenture.

#### **ARTICLE TWO**

##### **Amendment of Supplemental Indenture No. 14**

Section 201. *Amendment of Cover Page and Title.* The “\$250,000,000” on the cover page and in the fourth line of the title of Supplemental Indenture No. 14 are each hereby replaced with “\$592,998,000”.

Section 202. *Amendment of Section 202.* Section 202 of Supplemental Indenture No. 14 is hereby amended and restated to read as follows:

“The Trustee shall authenticate and deliver (i) the 2021 Series A Notes for original issue on the Issue Date in the aggregate principal amount of \$250,000,000, (ii) the 2021 Series A Notes for original issue on January 20, 2011 in the aggregate principal amount of \$342,998,000, (iii) the 2021 Series B Notes from time to time thereafter for issue only in exchange for a like principal amount of 2021 Series A Notes, (iv) the 2041 Series A Notes for original issue on the Issue Date in the aggregate principal amount of \$300,000,000 and (v) the 2041 Series B Notes from time to time thereafter for issue only in exchange for a like principal amount of 2041 Series A Notes, in each case upon a Company Order for the authentication and delivery thereof and satisfaction of Sections 301 and 303 of the Original Indenture. Such order shall specify the amount of the Notes to be authenticated, the date on which the original issue of Notes is to be authenticated and the name or names of the initial Holder or Holders. The aggregate principal amount of 2021 Notes and 2041 Notes that may initially be outstanding shall not exceed \$592,998,000 and \$300,000,000, respectively; provided, however, that the authorized aggregate



principal amount of the Notes of either series may be increased above such amount by a Board Resolution to such effect.”

Section 203. *Amendment of Section 207.* Section 207 of Supplemental Indenture No. 14 is hereby amended and restated to read as follows:

“The 2021 Notes and the 2041 Notes issued on the Issue Date shall be initially issued at 99.928% and 99.929%, respectively, of their principal amount plus accrued interest, if any, from January 11, 2011, and the 2021 Notes issued on January 20, 2011 shall be initially issued in exchange for the 2013 Notes pursuant to the formula specified in the Offering Memorandum.”

Section 204. *Amendment of Exhibit A.* The final sentence of the first paragraph on the reverse of the form of 2021 Note attached to Supplemental Indenture No. 14 as *Exhibit A* is hereby amended and restated to read, with respect to any 2021 Note or replacement 2021 Note authenticated on or after January 20, 2011, as follows:

“This Security is one of the series designated on the face hereof, limited in aggregate principal amount to \$592,998,000; provided, however, that the authorized aggregate principal amount of the Securities may be increased above such amount by a Board Resolution to such effect.”

### **ARTICLE THREE**

#### Miscellaneous Provisions

Section 301. The Indenture, as supplemented and amended by this Supplemental Indenture No. 15, is in all respects hereby adopted, ratified and confirmed.

Section 302. This Supplemental Indenture No. 15 may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Section 303. THIS SUPPLEMENTAL INDENTURE NO. 15 AND EACH NOTE SHALL BE DEEMED TO BE A CONTRACT MADE UNDER THE LAWS OF THE STATE OF NEW YORK AND SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES THEREOF.

Section 304. If any provision in this Supplemental Indenture No. 15 limits, qualifies or conflicts with another provision hereof which is required to be included herein by any provisions of the Trust Indenture Act, such required provision shall control.

Section 305. In case any provision in this Supplemental Indenture No. 15 or the Notes shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

Section 306. The recitals contained herein shall be taken as statements of the Company, and the Trustee assumes no responsibility for their correctness. The Trustee makes no representations as to the proper authorization or due execution hereof or of the Notes by the Company.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture No. 15 to be duly executed, as of the day and year first written above.

CENTERPOINT ENERGY RESOURCES CORP.

By: \_\_\_\_\_  
Name: Marc Kilbride  
Title: Vice President and Treasurer

Attest:

\_\_\_\_\_  
Name: Richard B. Dauphin  
Title: Assistant Corporate Secretary

THE BANK OF NEW YORK MELLON TRUST COMPANY,  
N.A.,  
As Trustee

By: \_\_\_\_\_  
Name: Marcella Burgess  
Title: Vice President and Trust Officer



For more information contact

**Media:**

**Leticia Lowe**

Phone 713.207.7702

**Investors:**

**Marianne Paulsen**

Phone 713.207.6500

For Immediate Release

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## **CenterPoint Energy Resources Corp. announces expiration of early participation period for and pricing of exchange offer for any and all of its \$762 million of 7.875 percent senior notes due 2013**

**Houston, TX — January 19, 2011** — CenterPoint Energy Resources Corp. (“CERC”), an indirect, wholly owned subsidiary of CenterPoint Energy, Inc. (NYSE: CNP), today announced the expiration of the early participation period in connection with its offer to certain eligible holders to exchange any and all of its outstanding \$762 million aggregate principal amount of 7.875 percent senior notes due 2013 (CUSIP No. 15189YAB2) (“2013 notes”) for a combination of newly issued 4.50 percent senior notes due 2021 (“New Notes”) and cash, the complete terms and conditions of which are set forth in a confidential offering memorandum dated Jan. 4, 2011, and the related letter of transmittal.

As of 5 p.m., New York City time, on Jan. 18, 2011, (the “early participation date”), according to Global Bondholder Services Corporation, the exchange agent for the exchange offer, the aggregate principal amount of 2013 notes validly tendered and not withdrawn was \$397,236,000. CERC has accepted all such 2013 notes for exchange and expects to pay the total exchange price (described below) with respect to such 2013 notes on Jan. 20, 2011.

The “total exchange price” for each \$1,000 principal amount of 2013 notes tendered and accepted for exchange by CERC, using a yield of 1.117 percent, will be \$1,146.25, consisting of \$286.56 in cash and \$863.62 principal amount of New Notes, as calculated in accordance with the offering memorandum. The price per \$1,000 principal amount of New Notes, excluding accrued interest (the “new notes value”), will be \$995.45. The total exchange price is inclusive of an “early participation payment” of \$30.00 in cash, payable only to eligible holders who validly tendered and who did not validly withdraw their 2013 notes at or prior to the early participation date.

The exchange offer will expire at midnight, New York City time, on Feb. 2, 2011, unless extended (the “expiration date”). Eligible holders who validly tender 2013 notes after the early participation date but at or prior to the expiration date, and whose tenders are accepted for exchange by CERC, will receive the total exchange price minus the early participation payment (the “exchange price”), which will be \$1,116.25, consisting of \$256.56 in cash and \$863.62 principal amount of New Notes, as calculated in accordance with the offering memorandum.

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For Immediate Release

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Each holder whose 2013 notes are accepted for exchange by CERC will receive a cash payment (reduced as described in the following sentence) representing interest, if any, that has accrued from the most recent interest payment date in respect of the 2013 notes up to but not including the relevant settlement date. The cash payment representing interest payable on the 2013 notes up to but not including the relevant settlement date will be reduced by the interest accrued on the New Notes up to but not including such settlement date. Interest on the New Notes will accrue from Jan. 11, 2011, the issuance date of the 4.50 percent senior notes due 2021 that CERC issued on Jan. 11, 2011, in the aggregate principal amount of \$250,000,000 (the "original 2021 notes").

Tenders of 2013 notes in the exchange offer may no longer be withdrawn, except where additional withdrawal rights are required by law (as determined by CERC in its sole discretion). Consummation of the exchange offer is subject to a number of conditions, including the absence of certain adverse legal and market developments.

The New Notes have not been registered under the Securities Act of 1933 or any state securities laws. The New Notes may not be offered or sold in the United States or to any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933 and applicable state securities laws. CERC has entered into a registration rights agreement with respect to the New Notes and the original 2021 notes.

The exchange offer is only made, and copies of the exchange offer documents will only be made available, to a holder of 2013 notes who has certified in an eligibility letter certain matters to CERC, including its status as a "qualified institutional buyer" as defined in Rule 144A under the Securities Act of 1933 or that it is a person other than a "U.S. person" as defined in Regulation S under the Securities Act of 1933. Holders of 2013 notes who desire a copy of the eligibility letter may contact Global Bondholder Services Corporation toll-free at (866) 857-2200 or at (212) 430-3774 (banks and brokerage firms).

This press release does not constitute an offer or an invitation by CERC to participate in the exchange offer in any jurisdiction in which it is unlawful to make such an offer or solicitation in such jurisdiction.

This press release includes forward-looking statements. Actual events and results may differ materially from those projected. The statements in this news release regarding timing and other aspects of the exchange offer that are not historical facts are forward-

-more-



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For Immediate Release

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looking statements. Factors that could affect the company's ability to complete the exchange offer include general market conditions, investor acceptance of the exchange offer, the satisfaction of the conditions to the exchange offer discussed in the offering memorandum and other factors discussed in CERC's Form 10-K for the period ended Dec. 31, 2009, CERC's Form 10-Qs for the periods ended March 31, 2010, June 30, 2010, and Sept. 30, 2010, and its other filings with the Securities and Exchange Commission.

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