

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

FORM U-5S/A

AMENDMENT NO. 1 TO
ANNUAL REPORT

For the year ended December 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935

by

CenterPoint Energy, Inc.
1111 Louisiana
Houston, Texas 70002

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

Exhibits

E-7 Gas Company Jurisdictional Annual Report of CenterPoint Energy Minnegasco to the State of Minnesota Department of Commerce for the year ended December 31, 2002 (filed under cover of Form SE in connection herewith).

F-5 CenterPoint Energy, Inc. Consolidating Balance Sheet and Statement of Consolidated Operations as of December 31, 2002 (attached hereto; supporting consolidating financial statements are being filed in connection herewith with a request for confidential treatment).

SIGNATURE

Each undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company of 1935. The signature of each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

CENTERPOINT ENERGY, INC.,
for itself and on behalf of UTILITY HOLDING, LLC

By: /s/ Rufus S. Scott

Name: Rufus S. Scott
Title: Vice President, Deputy General Counsel and
Assistant Corporate Secretary

June 9, 2003

114,239
11,295,130 -- -

----- OTHER
ASSETS:
Goodwill, net
1,740,510 --
1,740,510 --
Intangibles,
net 65,880 1
65,879 --
Investment in
Subs -- -- --
(7,496,267)
Regulatory
assets
4,000,646 1
4,000,645 --
Non-trading
derivative
assets 3,866 --
3,866 -- Non-
current assets
of discontinued
operations
4,997 -- 4,997
-- Notes
receivable -
affiliated
companies --
(1,679,707)
1,679,707
30,643 Other
445,883 131,631
314,252 -- ----

----- Total
Other Assets
6,261,782
(1,548,074)
7,809,856
(7,465,624) ---

----- TOTAL
ASSETS \$
19,634,477
(1,289,364)
20,923,841
(7,405,889)
=====

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CenterPoint
Utility Energy
CenterPoint
Holding,
Houston Energy
LLC Electric
LLC Resources
Corp. -----

----- CURRENT ASSETS:
Cash and cash
equivalents 4
70,866 9,237
Investments in
AOL Time Warner
common stock --
-- -- Accounts
receivable, net
-- 99,304
384,772
Accounts and

notes
 receivable -
 affiliated
 companies -- --
 -- Accrued
 unbilled
 revenues --
 70,385 284,112
 Inventory --
 59,941 135,707
 Non-trading
 derivative
 assets -- --
 27,275 Current
 assets of
 discontinued
 operations -- -
 - -- Prepaid
 expense and
 other current
 assets 1 11,839
 50,765 -----

 - -----
 -- Total
 Current Assets
 5 312,335
 891,868 -----

 --- PROPERTY,
 PLANT AND
 EQUIPMENT, NET
 -- 3,837,232
 3,235,672 -----

 ----- OTHER
 ASSETS:
 Goodwill, net -
 - -- 1,740,510
 Intangibles,
 net -- 39,912
 19,878
 Investment in
 Subs 7,496,267
 -- --
 Regulatory
 assets --
 3,970,007
 30,638 Non-
 trading
 derivative
 assets -- --
 3,866 Non-
 current assets
 of discontinued
 operations -- -
 - -- Notes
 receivable -
 affiliated
 companies --
 814,513 39,097
 Other -- 66,049
 24,933 -----

 - -----
 -- Total Other
 Assets
 7,496,267
 4,890,481
 1,858,922 -----

 ----- TOTAL
 ASSETS
 7,496,272
 9,040,048
 5,986,462
 =====

=====
=====
CenterPoint
Energy Texas
Genco
International,
Holdings, Inc.
Inc. Other ----

CURRENT ASSETS:
Cash and cash
equivalents 578
1,060 1,164
Investments in
AOL Time Warner
common stock --
-- 283,486
Accounts
receivable, net
73,148 -- 895
Accounts and
notes
receivable -
affiliated
companies --
2,801 21,246
Accrued
unbilled
revenues -- --
-- Inventory
156,167 -- --
Non-trading
derivative
assets -- -- --
Current assets
of discontinued
operations --
10,162 --
Prepaid expense
and other
current assets
4,024 -- 181 --

----- Total
Current Assets
233,917 14,023
306,972 -----

- PROPERTY,
PLANT AND
EQUIPMENT, NET
3,980,770 --
241,456 -----

- OTHER ASSETS:
Goodwill, net -
- - - -
Intangibles,
net 6,089 -- --
Investment in
Subs -- -- --
Regulatory
assets -- -- --
Non-trading
derivative
assets -- -- --
Non-current
assets of
discontinued
operations --
4,997 -- Notes
receivable -
affiliated
companies -- --
795,454 Other
168,071 54,087

1,112 -----

- -----

Total Other

Assets 174,160

59,084 796,566

----- TOTAL

ASSETS

4,388,847

73,107

1,344,994

=====

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=====

CenterPoint Energy, Incorporated
 Consolidating Balance Sheet and Statement of Consolidated Operations
 December 31, 2002
 In Thousands (000s)

Utility
 CenterPoint
 Corp.,
 Utility
 Holding
 Energy
 Adjustments &
 Holdings
 Adjustments &
 Consolidated
 Eliminations
 Consolidated
 Eliminations

CURRENT
 LIABILITIES:
 Short-term
 borrowings \$
 347,000 --
 347,000 --
 Current
 portion of
 long-term
 debt 810,325
 272,422
 537,903 --
 Indexed debt
 securities
 derivative
 224,881
 224,881 -- --
 Accounts
 payable
 623,317
 (576,725)
 1,200,042
 579,122
 Accounts and
 notes payable
 - affiliated
 companies --
 (642,248)
 642,248
 64,205 Taxes
 accrued
 120,865
 28,585 92,280
 3,545
 Interest
 accrued
 197,274
 89,207
 108,067
 (23,000) Non-
 trading
 derivative
 liabilities
 26,387 16,414
 9,973 --
 Regulatory
 liabilities
 168,173 --
 168,173 --
 Accumulated
 deferred
 income taxes
 285,214
 598,736
 (313,522) --
 Other 286,750
 56,920

229,830 6,557

Total Current
Liabilities
3,090,186
68,192
3,021,994
630,429 -----

----- OTHER
LIABILITIES:

Accumulated
deferred
income taxes,
net 2,449,206
(391,571)
2,840,777
(6,558)

Unamortized
investment
tax credits
230,037 (1)
230,038 --

Non-trading
derivative
liabilities
873 -- 873 --

Benefit
obligations
834,989
622,284
212,705 --

Regulatory
liabilities
959,421 1
959,420 --

Notes payable
- affiliated
companies --
(984,063)
984,063

49,638 Other
747,355
365,645
381,710
(26,296) -----

Total Other
Liabilities
5,221,881
(387,705)
5,609,586
16,784 -----

----- LONG-
TERM DEBT
9,194,320
5,104,474
4,089,846
7,301 -----

COMMITMENTS
AND
CONTINGENCIES
COMPANY
OBLIGATED
MANDATORILY
REDEEMABLE

PREFERRED
SECURITIES OF
SUBSIDIARY
TRUSTS
HOLDING
SOLELY JUNIOR
SUBORDINATED
DEBENTURES OF
COMPANY

706,140 --
706,140 -- --

SHAREHOLDERS'
EQUITY

1,421,950
(6,074,325)
7,496,275
(8,060,403) -

TOTAL
LIABILITIES
AND
SHAREHOLDERS'

EQUITY \$
19,634,477
(1,289,364)
20,923,841
(7,405,889)
=====

CenterPoint
Utility
Energy
CenterPoint
Holding,
Houston
Energy Texas
Genco LLC
Electric LLC
Resources
Corp.
Holdings,
Inc. -----

CURRENT
LIABILITIES:

Short-term
borrowings --
-- 347,000 --
Current
portion of
long-term
debt --
18,758
517,616 1,529
Indexed debt
securities
derivative --
-- --

Accounts
payable --
32,362
465,694
120,276
Accounts and
notes payable
- affiliated
companies --
258,638
101,231

108,838 Taxes
accrued (7)
44,208 --
38,403
Interest
accrued --
78,355 49,084
188 Non-
trading
derivative
liabilities -
- -- 9,973 --
Regulatory
liabilities -
- 168,173 --
--
Accumulated
deferred
income taxes
-- -- 6,557 -
- Other 4
57,513
150,034
14,389 -----

----- Total
Current
Liabilities
(3) 658,007
1,647,189
283,623 -----

----- OTHER
LIABILITIES:
Accumulated
deferred
income taxes,
net --
1,419,301
595,889
813,246
Unamortized
investment
tax credits -
- 53,581
5,888 170,569
Non-trading
derivative
liabilities -
- -- 873 --
Benefit
obligations -
- 61,671
132,434
15,751
Regulatory
liabilities -
- 940,615
18,805 --
Notes payable
- affiliated
companies --
916,400 -- --
Other --
25,206
101,183
281,615 -----

----- Total
Other
Liabilities -
- 3,416,774
855,072
1,281,181 ---

LONG-TERM
DEBT --
2,641,281
1,441,264 --

COMMITMENTS
AND
CONTINGENCIES
COMPANY
OBLIGATED
MANDATORILY
REDEEMABLE
PREFERRED
SECURITIES OF
SUBSIDIARY
TRUSTS
HOLDING
SOLELY JUNIOR
SUBORDINATED
DEBENTURES OF
COMPANY -- --
508 --

SHAREHOLDERS'
EQUITY
7,496,275
2,323,986
2,042,429
2,824,043 ---

TOTAL
LIABILITIES
AND
SHAREHOLDERS'
EQUITY
7,496,272
9,040,048
5,986,462
4,388,847

=====
=====
=====
=====
CenterPoint
Energy Texas
Genco
International,
Holdings,
Inc. Inc.
Other -----

CURRENT
LIABILITIES:
Short-term
borrowings --
-- -- Current
portion of
long-term
debt 1,529 --
-- Indexed
debt
securities
derivative --
-- --
Accounts
payable
120,276 --

2,588
Accounts and
notes payable
- affiliated
companies
108,838
25,269 84,067
Taxes accrued
38,403 39
6,092
Interest
accrued 188 -
- 3,440 Non-
trading
derivative
liabilities -
- - - -
Regulatory
liabilities -
- - - -
Accumulated
deferred
income taxes
- - - -
(320,079)
Other 14,389
-- 1,333 ----

Total Current
Liabilities
283,623
25,308
(222,559) ---

OTHER
LIABILITIES:
Accumulated
deferred
income taxes,
net 813,246 -
- 18,899
Unamortized
investment
tax credits
170,569 -- --
Non-trading
derivative
liabilities -
- - - -
Benefit
obligations
15,751 --
2,849
Regulatory
liabilities -
- - - - Notes
payable -
affiliated
companies --
-- 18,025
Other 281,615
-- 2 -----

Total Other
Liabilities
1,281,181 --
39,775 -----

LONG-TERM
DEBT -- -- --

COMMITMENTS
AND
CONTINGENCIES
COMPANY
OBLIGATED
MANDATORILY
REDEEMABLE
PREFERRED
SECURITIES OF
SUBSIDIARY
TRUSTS
HOLDING
SOLELY JUNIOR
SUBORDINATED
DEBENTURES OF
COMPANY -- --
705,632 -----

SHAREHOLDERS'
EQUITY
2,824,043
47,799
822,146 -----

TOTAL
LIABILITIES
AND
SHAREHOLDERS'
EQUITY
4,388,847
73,107
1,344,994

=====
=====
=====

CenterPoint Energy, Incorporated
 Consolidating Balance Sheet and Statement of Consolidated Operations
 December 31, 2002
 In Thousands (000s)

Utility
 CenterPoint
 Corp., Utility
 Holding Energy
 Adjustments &
 Holdings
 Adjustments &
 Consolidated
 Eliminations
 Consolidated
 Eliminations --

----- REVENUES
 \$ 7,906,685 --
 7,906,685
 (80,408) -----

-- EXPENSES:
 Fuel and cost
 of gas sold
 3,883,416 --
 3,883,416
 (25,509)
 Purchased power
 94,749 --
 94,749 (47,665)
 Operation and
 maintenance
 1,595,835
 (41,200)
 1,637,035
 (6,278)
 Depreciation
 and
 amortization
 615,770 17,342
 598,428 --
 Taxes other
 than income
 taxes 387,806
 10,897 376,909
 563 -----

Total 6,577,576
 (12,961)
 6,590,537
 (78,889) -----

-- OPERATING
 INCOME (LOSS)
 1,329,109
 12,961
 1,316,148
 (1,519) -----

- OTHER INCOME
 (EXPENSE):
 Unrealized loss
 on AOL Time
 Warner
 investment
 (499,704) --
 (499,704) --

Unrealized gain on indexed debt securities		
480,027	480,027	
-- -- Interest expense		
(709,177)		
(59,592)		
(649,585)		
(155,973)		
Distribution on trust preferred securities		
(55,545)	50	
(55,595)	(1)	
Other, net		
18,865		
(153,594)		
172,459		
(272,496)	-----	

---	Total	
(765,534)		
266,891		
(1,032,425)		
(428,470)	-----	

---	INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	
563,575		
279,852	283,723	
(429,989)		
INCOME TAX EXPENSE		
197,248		
41,666	155,582	
7,999	-----	

---	INCOME FROM CONTINUING OPERATIONS	
366,327	238,186	
128,141		
(437,988)		
INCOME FROM DISCONTINUED OPERATIONS OF RELIANT RESOURCES, NET OF TAX		
82,157	-- --	
82,157	-- --	
INCOME FROM DISCONTINUED OPERATIONS OF LATIN AMERICA, NET OF TAX		
2,746	-- 2,746	
-- INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAX	-- --	
(131,949)	LOSS ON DISPOSAL OF DISCONTINUED OPERATIONS OF RELIANT RESOURCES	
(4,371,464)		
(4,371,464)	--	

-----	NET	

INCOME (LOSS) \$
(3,920,234)
(4,051,121)
130,887
(569,937)

=====
=====
=====
=====
CenterPoint
Utility Energy
CenterPoint
Holding,
Houston Energy
LLC Electric
LLC Resources
Corp. -----

-- REVENUES --
2,221,618
4,207,836 -----

EXPENSES: Fuel
and cost of gas
sold -- 18,683
2,900,682
Purchased power
-- 47,665 --
Operation and
maintenance 21
575,241 666,502
Depreciation
and
amortization --
270,799 167,456
Taxes other
than income
taxes --
212,988 119,911

Total 21
1,125,376
3,854,551 -----

OPERATING
INCOME (LOSS)
(21) 1,096,242
353,285 -----

---- OTHER
INCOME
(EXPENSE):
Unrealized loss
on AOL Time
Warner
investment -- -
- - Unrealized
gain on indexed
debt securities

Interest
expense
(25,089)
(284,898)
(153,688)
Distribution on
trust preferred
securities -- -
- (25) Other,
net 318,941
21,988 8,131 --

----- Total
293,852
(262,910)
(145,582) -----

----- INCOME
FROM CONTINUING
OPERATIONS
BEFORE INCOME
TAXES 293,831
833,332 207,703
INCOME TAX
EXPENSE (7)
285,882 87,643

INCOME FROM
CONTINUING
OPERATIONS
293,838 547,450
120,060 INCOME
FROM
DISCONTINUED
OPERATIONS OF
RELIANT
RESOURCES, NET
OF TAX -- -- --

INCOME FROM
DISCONTINUED
OPERATIONS OF
LATIN AMERICA,
NET OF TAX -- -

- -- INCOME
(LOSS) FROM
DISCONTINUED
OPERATIONS, NET
OF TAX --

131,949 -- LOSS
ON DISPOSAL OF
DISCONTINUED
OPERATIONS OF
RELIANT
RESOURCES -- --

NET INCOME
(LOSS) 293,838
679,399 120,060
=====

=====
CenterPoint
Energy Texas
Genco
International,
Holdings, Inc.
Inc. Other ----

REVENUES
1,540,975 --
16,664 -----

----- EXPENSES:
Fuel and cost
of gas sold
989,560 -- --
Purchased power
93,841 -- 908
Operation and
maintenance
391,465 --
10,084
Depreciation
and
amortization

156,740 --
3,433 Taxes
other than
income taxes
42,930 -- 517 -

Total 1,674,536
-- 14,942 -----

OPERATING
INCOME (LOSS)
(133,561) --
1,722 -----

--- OTHER
INCOME
(EXPENSE):
Unrealized loss
on AOL Time
Warner
investment -- -
- (499,704)
Unrealized gain
on indexed debt
securities -- -
- -- Interest
expense
(25,637) --
(4,300)
Distribution on
trust preferred
securities -- -
- (55,569)
Other, net
3,423 10,315
82,157 -----

---- Total
(22,214) 10,315
(477,416) -----

----- INCOME
FROM CONTINUING
OPERATIONS
BEFORE INCOME
TAXES (155,775)
10,315
(475,694)
INCOME TAX
EXPENSE
(62,832) 3,610
(166,713) -----

----- INCOME
FROM CONTINUING
OPERATIONS
(92,943) 6,705
(308,981)
INCOME FROM
DISCONTINUED
OPERATIONS OF
RELIANT
RESOURCES, NET
OF TAX -- -- --
INCOME FROM
DISCONTINUED
OPERATIONS OF
LATIN AMERICA,
NET OF TAX --
2,746 -- INCOME
(LOSS) FROM
DISCONTINUED
OPERATIONS, NET

OF TAX -- -- -- --
LOSS ON
DISPOSAL OF
DISCONTINUED
OPERATIONS OF
RELIANT
RESOURCES -- -- --

NET INCOME
(LOSS) (92,943)
9,451 (308,981)

=====
=====
=====