

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): OCTOBER 28, 2003

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

| | | |
|--|-------------------------------------|--|
| TEXAS (State or other jurisdiction of incorporation) | 1-31447 (Commission File Number) | 74-0694415 (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

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibits are filed herewith:

99.1 CenterPoint Energy, Inc. Slide Presentation

ITEM 9. REGULATION FD DISCLOSURE.

A copy of the slide presentation that CenterPoint Energy, Inc. ("CenterPoint Energy") is presenting to various members of the utility industry and the financial and investment community at the 38th Annual Edison Electric Institute Financial Conference is attached to this report as Exhibit 99.1. A copy of the slide presentation will also be available on CenterPoint Energy's website, www.centerpointenergy.com.

The slide presentation is being furnished, not filed, pursuant to Regulation FD. Accordingly, the slide presentation will not be incorporated by reference into any registration statement filed by CenterPoint Energy under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the slide presentation is not intended to, and does not, constitute a determination or admission by CenterPoint Energy that the information the slide presentation is material or complete, or that investors should consider this information before making an investment decision with respect to any security of CenterPoint Energy or any of its affiliates.

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, INC .

Date: October 28, 2003

By: /s/ James S. Brian

James S. Brian
Senior Vice President and
Chief Accounting Officer

EXHIBIT INDEX

| Exhibit Number ----- | Exhibit Description ----- |
|----------------------------|--|
| 99.1 | CenterPoint Energy, Inc. slide presentation at the Edison Electric Institute 38th Annual Financial Conference |



Edison Electric Institute

38th Annual Financial Conference

Orlando, FL

October 26-28, 2003

www.CenterPointEnergy.com



David M. McClanahan
President and Chief Executive Officer

Gary L. Whitlock
Executive Vice President and Chief Financial Officer

Marc Kilbride
Vice President and Treasurer

Steven H. Schuler
Vice President Corporate & Business Development

Marianne Paulsen
Director Investor Relations

Zan May
Manager Investor Relations

Cautionary Statement Regarding Forward-Looking Information



From time to time we make statements concerning our expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are not historical facts. These statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those expressed or implied by these statements. You can generally identify our forward-looking statements by the words "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "objective," "plan," "potential," "predict," "projection," "should," "will," or other similar words.

We have based our forward-looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that assumptions, beliefs, expectations, intentions, and projections about future events may and often do vary materially from actual results. Therefore, we cannot assure you that actual results will not differ materially from those expressed or implied by our forward-looking statements.

Some of the factors that could cause actual results to differ from those expressed or implied by our forward-looking statements are described under "Risk Factors" beginning on page 59 in Item 5 of Part II of CenterPoint Energy, Inc.'s Form 10-Q for the quarterly period ended June 30, 2003 and under "Management's Discussion and Analysis of Financial Condition and Results of Operations and Selected Financial Data - Certain Factors Affecting Future Earnings" of CenterPoint Energy, Inc.'s current report on Form 8-K dated May 12, 2003 and under "Texas Genco Option" in CenterPoint Energy, Inc.'s current report on Form 8-K dated September 3, 2003.

You 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.



A Diversified and Stable Energy Delivery Company

Discussion points:

- **Earnings Review**
- **Remaining Transition Steps**
 - Texas Genco option purchase agreement
 - Recovery of stranded investment
- **Strategy and Financial Objectives**

Appendix - Supplemental information

Earnings Review

CenterPoint Energy

Three months ended September 30



(in millions)

| | <u>3Q 2003</u> | <u>3Q 2002</u> | <u>Fav./ (Unfav.)</u> |
|--|----------------|----------------|-----------------------|
| Revenues ⁽¹⁾ | \$2,250 | \$1,917 | \$333 |
| Expenses: | | | |
| Fuel and cost of gas sold | 1,034 | 811 | (223) |
| Purchased power | 20 | 35 | 15 |
| Operation and maintenance | 392 | 385 | (7) |
| Depreciation and amortization | 160 | 160 | 0 |
| Taxes other than income taxes | 95 | 95 | 0 |
| Total | <u>1,701</u> | <u>1,486</u> | <u>(215)</u> |
| Operating Income | 549 | 431 | 118 |
| Other Income/(Expense) | (2) | 8 | (10) |
| Interest Expense ⁽²⁾ | (237) | (184) | (53) |
| Income Tax Expense | (111) | (93) | (18) |
| Minority Interest | (16) | - | (16) |
| Income from Continuing Operations | <u>\$183</u> | <u>\$162</u> | <u>\$21</u> |
| Income from Continuing Operations, per share | \$0.60 | \$0.54 | \$0.06 |

⁽¹⁾ Includes ECOM true-up of \$22 million for 3Q'03 and \$20 million for 3Q'02
⁽²⁾ Includes distribution on Trust Preferred Securities

CenterPoint Energy

Nine months ended September 30



| (in millions) | <u>YTD 2003</u> | <u>YTD 2002</u> | <u>Fav./ (Unfav.)</u> |
|--|-----------------|-----------------|-----------------------|
| Revenues ⁽¹⁾ | \$7,241 | \$5,793 | \$1,448 |
| Expenses: | | | |
| Fuel and cost of gas sold | 3,973 | 2,715 | (1,258) |
| Purchased power | 55 | 87 | 32 |
| Operation and maintenance | 1,198 | 1,146 | (52) |
| Depreciation and amortization | 470 | 460 | (10) |
| Taxes other than income taxes | 289 | 312 | 23 |
| Total | <u>5,985</u> | <u>4,720</u> | <u>(1,265)</u> |
| Operating Income | 1,256 | 1,073 | 183 |
| Other Income/(Expense) | 11 | (3) | 14 |
| Interest Expense ⁽²⁾ | (704) | (470) | (234) |
| Income Tax Expense | (196) | (207) | 11 |
| Minority Interest | <u>(20)</u> | <u>-</u> | <u>(20)</u> |
| Income from Continuing Operations Before Cumulative Effect of Accounting Change | <u>\$347</u> | <u>\$393</u> | <u>(\$46)</u> |
| Income from Continuing Operations Before Cumulative Effect of Accounting Change, per diluted share | \$1.14 | \$1.32 | (\$0.18) |

⁽¹⁾ Includes ECOM fire-up of \$455 million for YTD'03 and \$551 million for YTD'02
⁽²⁾ Includes distribution on Trust Preferred Securities

2003 Revised Diluted EPS Guidance: \$1.30-\$1.40*

October 26 - 28, 2003

33th Annual EEI Financial Conference

*As of October 21, 2003 and not updated

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CenterPoint Energy - Three and Nine Months Ended September 30

Operating Income by Segment



(in millions)

| | 3Q03 | 3Q02 | Fav./ (Unfav.) | YTD03 | YTD02 | Fav./ (Unfav.) |
|--|-------|-------|-------------------|---------|---------|-------------------|
| Electric Transmission & Distribution: | | | | | | |
| Transmission & Distribution Operations | \$161 | \$159 | \$2 | \$368 | \$376 | (\$8) |
| ECOM True-up | 222 | 240 | (18) | 455 | 551 | (96) |
| Total Electric Transmission & Distribution | 383 | 399 | (16) | 823 | 927 | (104) |
| Electric Generation | 125 | 7 | 118 | 158 | (74) | 232 |
| Natural Gas Distribution | (5) | (4) | (1) | 146 | 114 | 32 |
| Pipelines & Gathering | 39 | 43 | (4) | 124 | 119 | 5 |
| Other Operations | 7 | (14) | 21 | 5 | (13) | 18 |
| Total Operating Income | \$549 | \$431 | \$118 | \$1,256 | \$1,073 | \$183 |

Remaining Transition Steps

Remaining transition steps - Texas Genco option purchase agreement



- **Reliant Resources, Inc. (RRI) has the option to purchase CenterPoint Energy's 81% ownership interest**
 - RRI's option exercise period is from January 10, 2004 through January 24, 2004
 - Purchase price is calculated using the highest consecutive 30-day average closing stock price during the 120 trading days immediately preceding January 10, 2004
 - To the extent a control premium is included in the valuation made by the Public Utility Commission of Texas, a control premium of up to 10% may be added
 - As of 10/23/03, floor price of \$24.34, or approximately \$1.6 billion, has been established under formula in option contract*
- **Management is developing contingency plans for Texas Genco should RRI not exercise its purchase option**
- **In the meantime, Texas Genco will be managed with the intention of maximizing earnings and cash flows through opportunistic forward sales and efficient operations**

*Highest consecutive 30-day average closing price beginning July 22, 2003; excludes potential control premium of up to 10%

Remaining transition steps - Recovery of stranded investment

- **Defined mechanism for recovery and securitization of stranded costs and regulatory assets provided for in Texas restructuring law**
- **First round of securitization provided for recovery of a portion of our generation-related regulatory assets**
 - Successfully completed in October 2001 with the issuance of \$749 million of Transition Bonds
- **The 2004 true-up proceeding, to begin March 31, 2004 when we are scheduled to file our application, sets the stage for the second round of securitization. The four key components of the true-up are:**
 - Regulatory book value of generation assets at year end 2001 (including redirected depreciation and excess mitigation) plus subsequent environmental commitments through April 2003, less market value of Texas Genco based on "partial stock valuation" method*
 - ECOM recorded in 2002-2003
 - Fuel under-recovery for the period from August 1, 1997 through January 30, 2002
 - "Price to beat" clawback (to be reimbursed to us by Reliant Resources)
- **Proceeds from stranded costs recovery will be used to reduce debt**

*For the partial stock valuation method, market value will equal the average daily closing price on the NYSE for TGN stock for the 30 consecutive trading days closest to the Texas Public Utility Commission (PUC) order for the last 120 trading days immediately preceding the true-up filing, plus a control premium, up to a maximum of 10%.

True-up reconciliation: Illustrative calculation



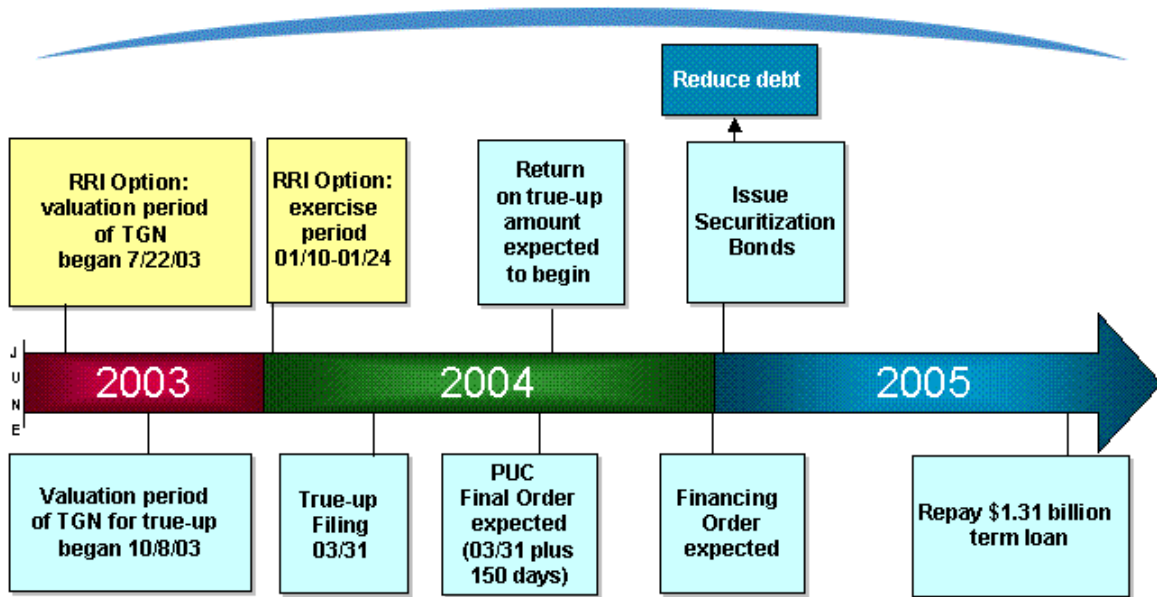
(Note: Illustrates calculation methodology only. Actual values will not be determined until time of stranded costs filing in early 2004)

| | (\$ in millions) |
|---|------------------|
| Net regulated book value at 12/31/01 (after mitigation) | \$3,200 |
| Environmental expenditures (Jan. '02 through April '03) | 300 |
| Reversal of T&D redirected depreciation | 840 |
| Excess mitigation credits (Jan. '02 through August '04) | 600 |
| | <u>\$4,940</u> |
| Less the market value of Texas Genco ^(a) | (X,XXX) |
| Total stranded costs to be reconciled | \$X,XXX |
| Plus ECOM (2002 - 2003) ^(b) | XXX |
| Plus/minus Other (e.g. fuel under/over recovery, less retail clawback) | XXX |
| | <u>XXX</u> |
| Total items to reconcile at true-up and amount to recover through securitization | \$X,XXX |

^(a) For the partial stock valuation method, market value will equal the average daily closing price on the NYSE for TGN stock for the 30 consecutive trading days chosen by the Texas Public Utility Commission (PUC) out of the last 120 trading days immediately preceding the true-up filing, plus a control premium, up to a maximum of 10%.

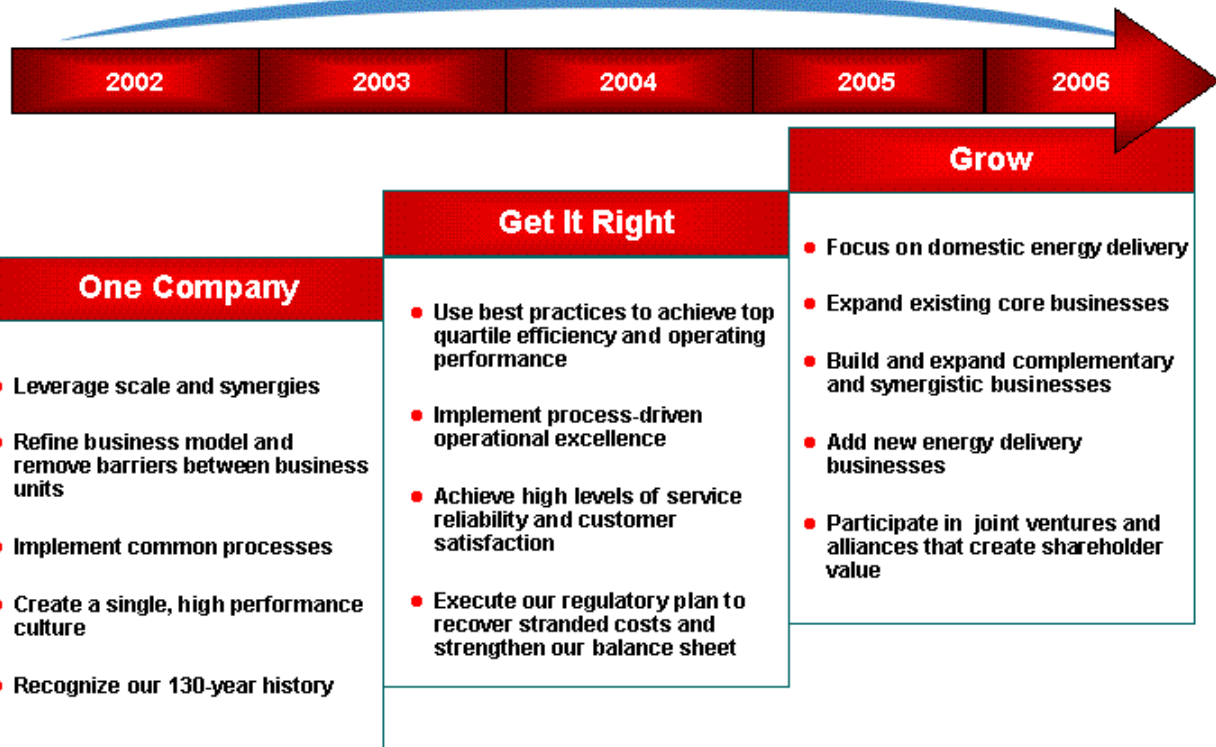
^(b) Represents the difference between market prices received in the Texas PUC auctions and earlier estimates of those prices in the PUC's ECOM model. ECOM was \$1.15 billion through September 2003.

Transition timeline



Strategy and Financial Objectives

Our strategy is reflected in three simple phrases:
One Company, Get It Right and Grow



Post transition financial objectives: 2006 and beyond



- **Objective is to earn \$0.85 - \$1.00 per share post transition**
 - CNP is focusing on replacing ECOM and Texas Genco earnings by:
 - ◆ reducing interest expense
 - ◆ achieving allowed returns at LDCs through rate relief and efficiency improvements
 - ◆ capturing organic growth in core businesses
 - ◆ increasing profitability of complementary businesses, e.g., C & I and gas gathering
 - ◆ implementing productivity improvements company-wide
- **Additional growth through synergistic expansion**
- **Target dividend payout of 50 - 70% of sustainable earnings**
- **Strengthen balance sheet**
 - Aggressive working capital and capital expenditure management
 - Optimize debt levels and capital structure
 - Achieve and maintain investment grade ratings

**CenterPoint™
Energy**

**CenterPoint™
Energy**

Always There.



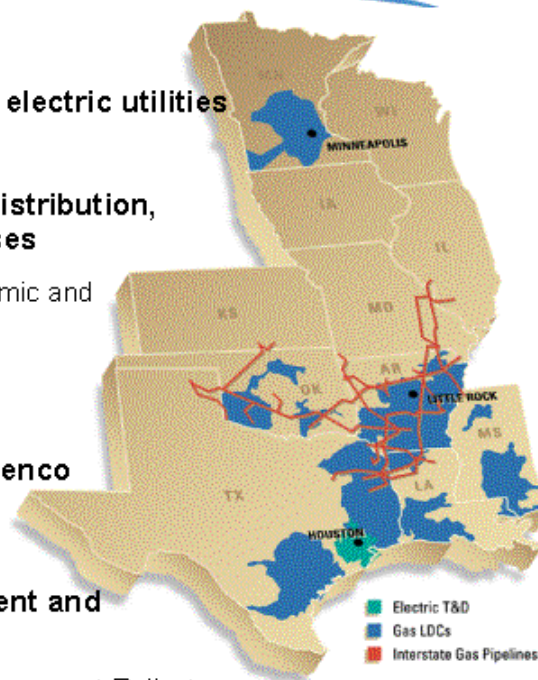
Appendix

Company Overview

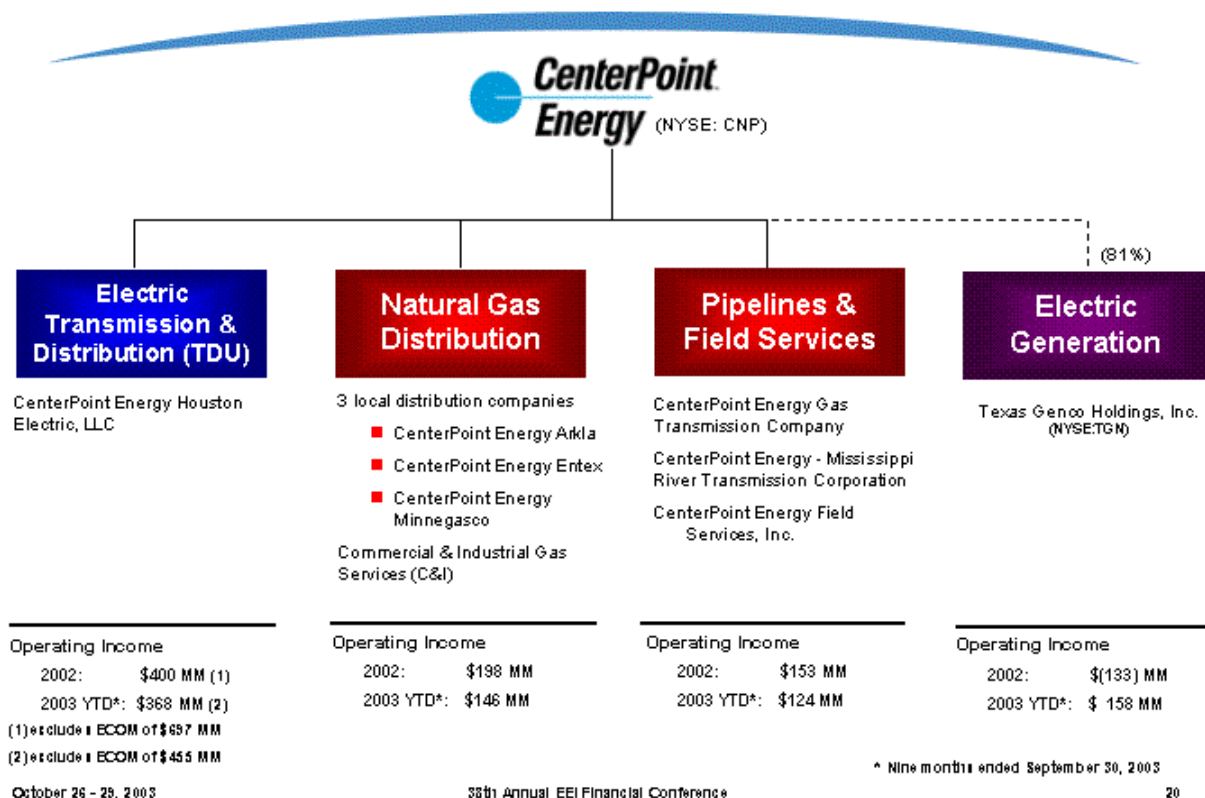
Who is CenterPoint Energy?



- **A new company with 130-year heritage**
- **One of the nation's largest combined gas and electric utilities**
 - Serving almost 5 million metered customers
- **Owner of a balanced mix of electric and gas distribution, interstate pipeline and field services businesses**
 - Asset and geographic diversification reduces economic and regulatory risks
 - Attractive diverse service territory
 - Strong brand equity
- **Large position in electric generation- Texas Genco**
 - Reliant Resources, Inc. has an option purchase agreement on the 81% ownership position.
- **Defined path to recovery of stranded investment and reduction of corporate debt**
 - Timing of true-up proceeding not impacted by whether or not Reliant Resources exercises its purchase option



Four segments focused primarily on regulated domestic energy delivery



CenterPoint Energy Houston Electric Electric Transmission & Distribution Utility



- **Focused strictly on energy delivery**

- 5,000 square mile service area in and around Houston
- Approximately 1.8 million metered customers
 - ◆ added over 50,000 metered customers in 12 months ended September 2003, a 3% increase
- Reputation for reliability and high quality service

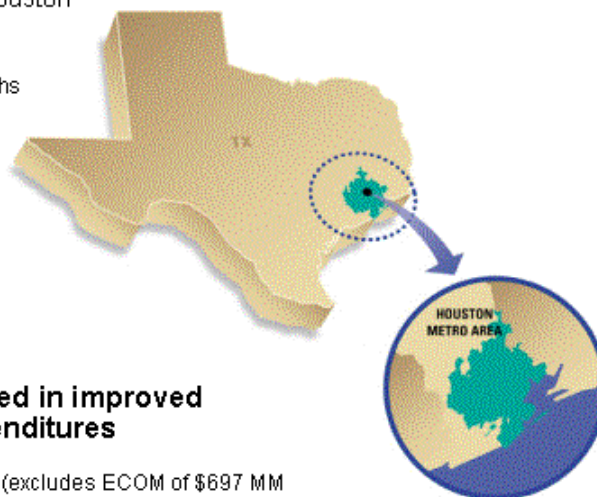
- **No commodity risk or supply obligation**

- **Regulated by PUC of Texas**

- 11.25% authorized ROE on 40% equity
- Rate base of \$3.3 billion

- **Recent process improvements have resulted in improved service reliability and reduced capital expenditures**

- **Operating Income:** 2002: \$400 MM (excludes ECOM of \$697 MM)
YTD 2003*: \$368 MM (excludes ECOM of \$455 MM)



* Nine months ended September 30, 2003

CenterPoint Energy Resources Corp.

Natural Gas Distribution

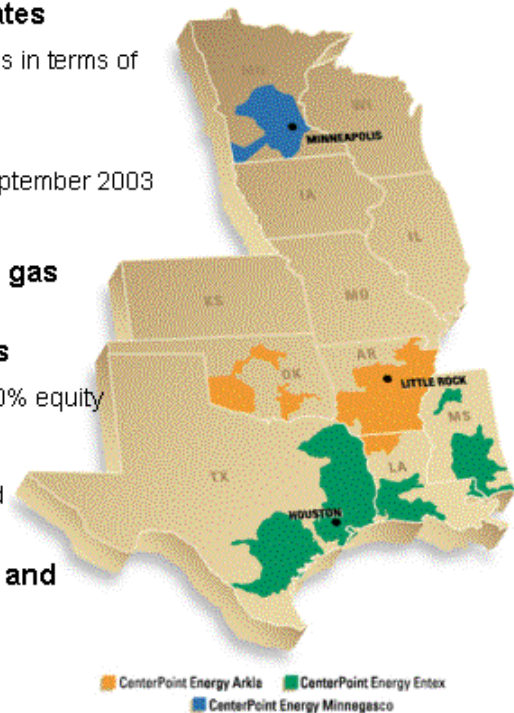


- **Three LDCs serving 3 million customers in 6 states**
 - One of U.S.'s largest natural gas distribution operations in terms of number of customers served
- **Attractive service territories**
 - Added over 37,000 customers in 12 months ended September 2003
 - Recognized for high quality service
- **Gas adjustment clauses mitigate fuel price risk; gas procurement plans reviewed with commissions**
- **Regulated by various city and state jurisdictions**
 - Approximate range of 10-11% authorized ROEs on 50% equity
 - Approximate combined rate base of \$1.5 billion
 - Over \$50 million in annualized rate increases obtained since January 2002; additional \$34 million pending
- **A sizable and growing unregulated Commercial and Industrial (C&I) business**
- **Operating Income:** 2002: \$198 MM
YTD 2003*: \$146 MM*

* Nine months ended September 30, 2003

October 26 - 28, 2003

38th Annual EEI Financial Conference

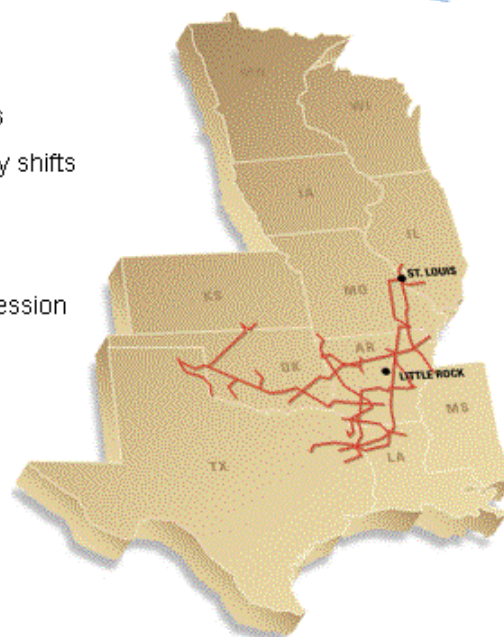


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CenterPoint Energy Resources Corp. Natural Gas Pipelines and Gathering



- **Two FERC-regulated pipelines:**
 - Current system at or near capacity at peak
 - Potential growth in cross haul transportation services
 - Potential expansion opportunity driven by U.S. supply shifts
- **An unregulated gas gathering subsidiary**
 - Minor liquids exposure
 - Good growth potential overall; well-head/field compression monitoring services have strong growth potential
- **Pipelines strategically located at the center of the nation's gas transportation infrastructure**
 - Connected to over 20 other pipelines
- **Steady and consistent earnings and cash flow**
- **Operating Income:** 2002: \$153 MM
YTD 2003*: \$124 MM



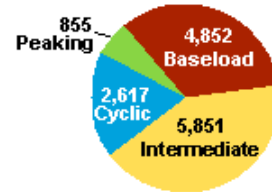
* Nine months ended September 30, 2003

Texas Genco Electric Generation

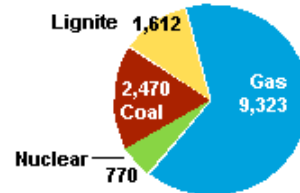


- Net generating capacity of 14,175 MW located in the ERCOT market
- Attractive, low-cost, solid fuel baseload portfolio (4,852 MW)
- Flexible, load following gas fleet (9,323 MW)
- Fuel oil switching capabilities in almost 4,000 MW of gas fleet
- 2003 earnings significantly improved over 2002 despite outages at nuclear unit and coal unit; units currently back in service
- Sold forward baseload capacity (@10/21/03):
 - 2004: 71%, approx. \$625 MM revenue under contract
 - 2005: 27%, over \$210 MM revenue under contract
- Operating Income: 2002: \$(133) MM
YTD 2003*: \$158 MM

CAPACITY BY DISPATCH TYPE (MW)



CAPACITY BY FUEL TYPE (MW)



* Nine months ended September 30, 2003

Electric Reliability Council of Texas (ERCOT)



- **ERCOT is unique compared to other regions**
 - It is located entirely within one state
 - It has very limited interconnections with other power pools
 - Such interconnections are solely through direct current (DC) ties that electrically isolate utilities in ERCOT
- **ERCOT is the Independent System Operator (ISO) with commercial as well as reliability and system integrity responsibilities**
 - It does not operate a power pool but only purchases balancing energy and ancillary services
 - It generally meets criteria of FERC Regional Transmission Organization (RTO)
- **ERCOT is responsible for transmission planning together with utilities**
 - Transmission facilities are within the state of Texas and under Texas Public Utility Commission jurisdiction
 - Annually ERCOT identifies needed new transmission facilities based on constraints
 - Utilities perform their own planning for their service areas

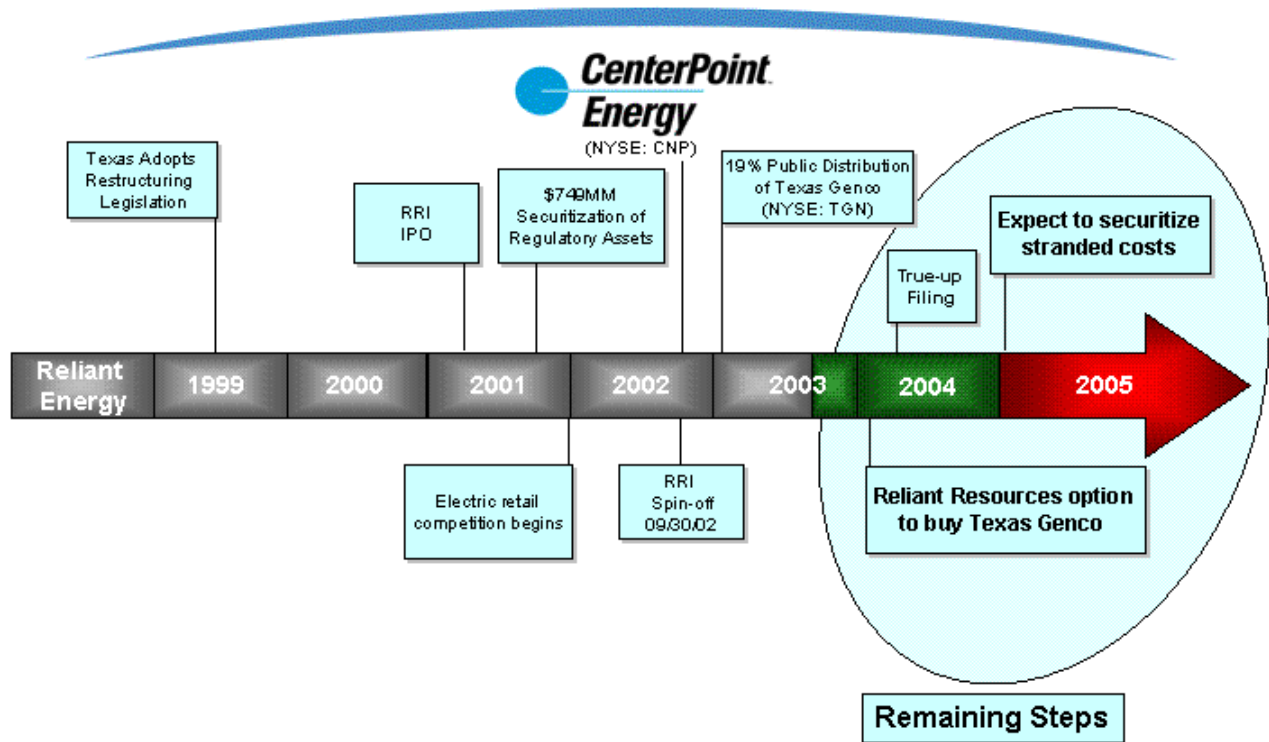
Electric Restructuring and Managing through the Transition

Electric restructuring in Texas



- **Texas Electric Restructuring Law passed in 1999**
 - Retail competition implemented on January 1, 2002
- **Required the functional unbundling of integrated electric utilities into:**
 - Power generation
 - Transmission and distribution
 - Retail electric provider activities
- **Stranded investment determination occurs two years after retail competition started**
 - CenterPoint Energy will file on March 31, 2004
 - During 2002 and 2003, utilities entitled to record ECOM (Excess Cost Over Market) to the extent market generation prices and PUC projected generation prices are different

CNP evolution



Remaining transition steps - Texas Genco option purchase agreement



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True-up reconciliation: Illustrative calculation



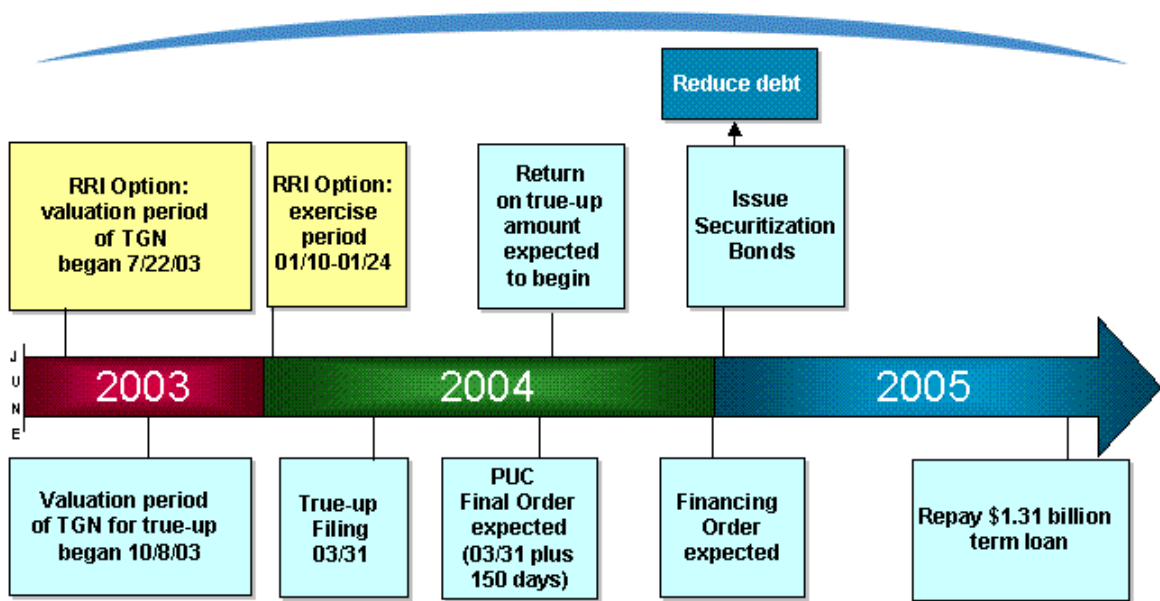
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| Excess mitigation credits (Jan. '02 through August '04) | 600 |
| | <u>\$4,940</u> |
| Less the market value of Texas Genco ^(a) | (X,XXX) |
| Total stranded costs to be reconciled | \$X,XXX |
| Plus ECOM (2002 - 2003) ^(b) | XXX |
| Plus/minus Other (e.g. fuel under/over recovery, less retail clawback) | XXX |
| | <u>XXX</u> |
| Total items to reconcile at true-up and amount to recover through securitization | \$X,XXX |

^(a) For the partial stock valuation method, market value will equal the average daily closing price on the NYSE for TGN stock for the 30 consecutive trading days chosen by the Texas Public Utility Commission (PUC) out of the last 120 trading days immediately preceding the true-up filing, plus a control premium, up to a maximum of 10%.

^(b) Represents the difference between market prices received in the Texas PUC auctions and earlier estimates of those prices in the PUC's ECOM model. ECOM was \$1.15 billion through September 2003.

Transition timeline



Vision and Strategy

Our corporate vision is simple and focused:



Our Vision

*To Be Recognized As America's
Leading Energy Delivery
Company... and More*

"...America's...
Energy Delivery..."

- **Focused on domestic energy delivery businesses**

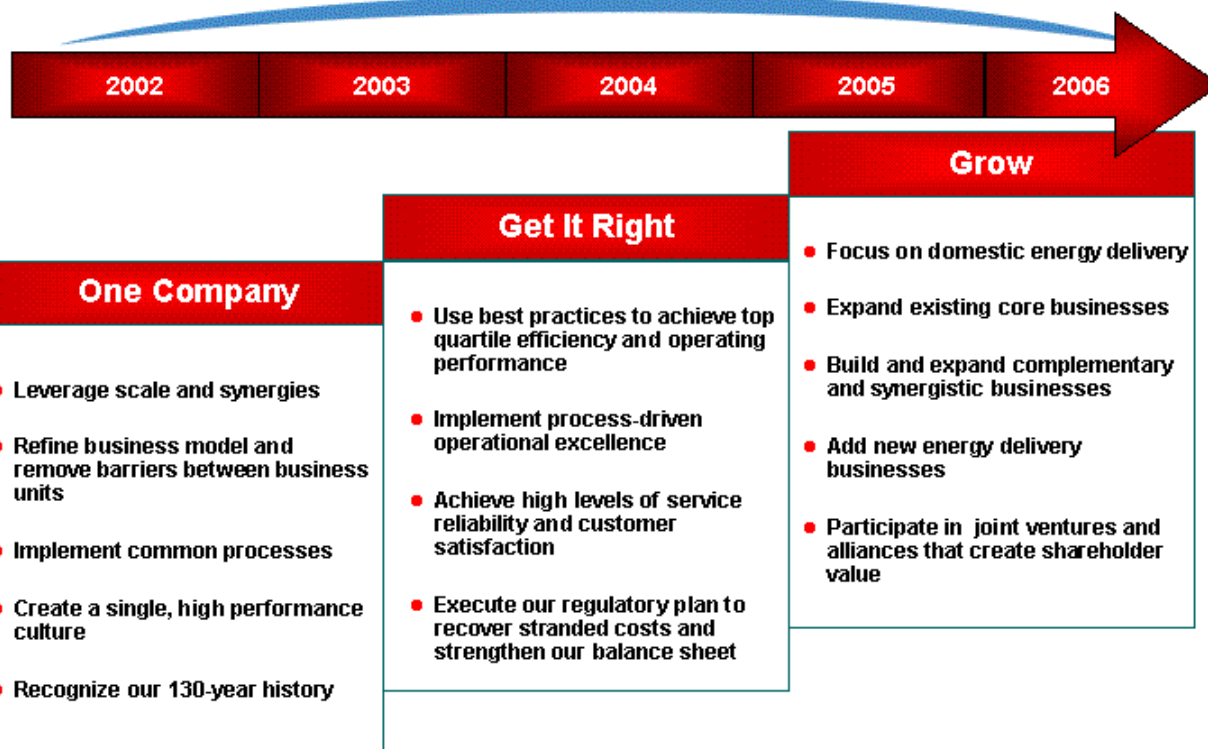
- Focus on continental, U.S. market
- Focus on regulated energy delivery

"...and More"

- **Will pursue carefully targeted growth opportunities**

- Look for complementary businesses that leverage our core businesses
- Participate in industry consolidation

Our strategy is reflected in three simple phrases:
One Company, Get It Right and Grow



Financial Objectives

Recent transactions provide stability and liquidity



- **Raised over \$3.5 billion through the capital markets since March, 2003**
 - \$1.5 billion issued at CenterPoint Energy, Inc. used primarily to reduce parent credit facility, enhance liquidity and refinance higher coupon debt
 - \$1.3 billion issued at CenterPoint Energy Houston Electric used to call higher cost debt, repay maturing debt and repay intercompany debt, part of which was used to reduce parent credit facility
 - \$762 million issued at CenterPoint Energy Resources Corporation (CERC) used to partially refinance upcoming maturity and to repay an expiring revolving credit facility
- **Established a \$200 million revolving credit facility at CERC**
- **Reduced \$3.85 billion credit facility to \$2.35 billion**
- **Restructured \$2.35 billion credit facility**
 - \$1.425 billion revolving facility with 12-bank syndicate at LIBOR + 300 bps
 - \$925 million term loan from institutional investors at LIBOR + 350 bps
 - Credit facility expires in October 2006
- **No significant debt maturities before expected securitization of stranded investment; liquidity position enhanced**

Near-term financial objectives



- **Maximize returns**

- Ensure gas LDCs are earning allowed rates of return
- Capture growth in existing service territories
- Implement productivity improvements company-wide

- **Optimize cash flow**

- Prioritize and defer discretionary capital expenditures through disciplined commitment review process
- Adopt common business models and take advantage of company scale to optimize operation & maintenance expenditures

- **Strengthen balance sheet**

- Monetize Texas Genco
- Securitize stranded costs
- Reduce debt

Post transition financial objectives: 2006 and beyond



- **Objective is to earn \$0.85 - \$1.00 per share post transition**
 - CNP is focusing on replacing ECOM and Texas Genco earnings by:
 - ◆ reducing interest expense
 - ◆ achieving allowed returns at LDCs through rate relief and efficiency improvements
 - ◆ capturing organic growth in core businesses
 - ◆ increasing profitability of complementary businesses, e.g., C & I and gas gathering
 - ◆ implementing productivity improvements company-wide
- **Additional growth through synergistic expansion**
- **Target dividend payout of 50 - 70% of sustainable earnings**
- **Strengthen balance sheet**
 - Aggressive working capital and capital expenditure management
 - Optimize debt levels and capital structure
 - Achieve and maintain investment grade ratings

Why CenterPoint Energy?

Low risk, diversified business with large scale



- **Large-scale, diversified regulated domestic energy delivery business**
 - Mix of electric and natural gas assets
- **Stable earnings and cash flow**
- **Attractive service territories**
 - Diversified economic and regulatory position
 - Houston and Minneapolis/St. Paul above national average in growth and consumption
- **Low risk, regulated businesses**
 - No electric commodity obligation at TDU
 - No Provider of Last Resort risk at the TDU
 - Low commodity risk exposure at gas LDCs
- **Defined path to recovery of generation investment and de-leveraging of balance sheet**
- **Well-run core businesses focused on regulated domestic energy delivery**
 - Specific strategies and performance objectives implemented
 - Growth opportunities will evolve as we delever and execute our strategy

Financial Results

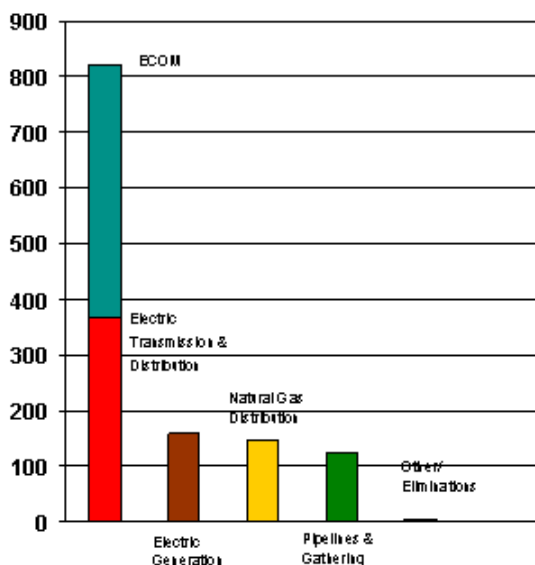
Nine Months Ended September 30, 2003 and 2003 Guidance



(\$ in millions, except per share amounts)

September YTD 2003 Operating Income: \$1,256

Nine months ended September 30, 2003



| | |
|--|--------------|
| Operating Income | \$1,256 |
| Other Income | 11 |
| Interest Expense* | (704) |
| Income Taxes | (196) |
| Minority Interest | (20) |
| Income from Continuing Operations** | \$347 |

Income from Continuing Operations**, per share \$1.14

2003 Diluted EPS Guidance: \$1.30-\$1.40***

2003 annualized dividend: \$0.40/share

* includes distribution on Trust Preferred Securities

** before cumulative effect of accounting change

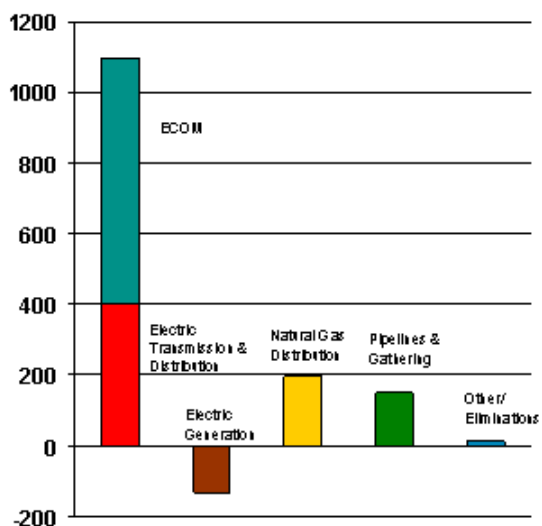
*** as of October 21, 2003 and not updated

2002 Performance



(\$ in millions, except per share amounts)

Total 2002 Operating Income: \$1,329



2002 RESULTS

| | |
|--|--------------|
| Operating Income | \$1,329 |
| Other Income | 1 |
| Interest Expense* | (765) |
| Income Taxes | (197) |
| Income from Continuing Operations** | \$366 |

Income from Continuing Operations , per share** **\$1.22**

* Includes distribution on Trust Preferred Securities

** reflects certain reclassifications subsequent to December 31, 2002 pursuant to SFAS Nos. 144 and 145; See CenterPoint Energy, Inc. May 12, 2003 Form 8-K

Debt & Maturity Schedules

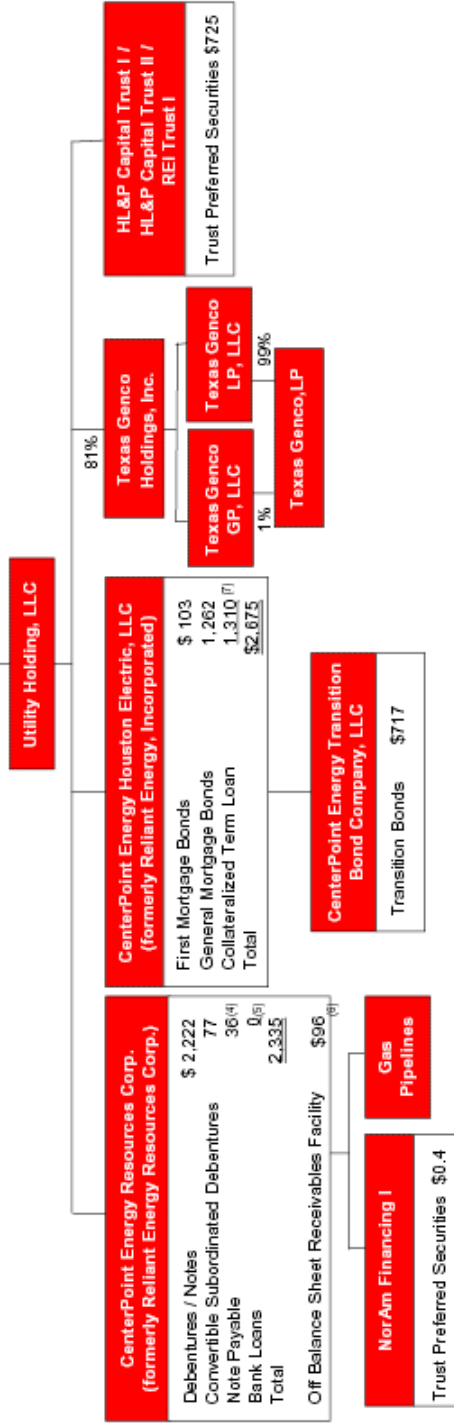
Principal amount of external debt and trust preferred securities As of October 16, 2003



In millions

| TOTALS | |
|---|----------|
| Debt (excl. Transition Bonds and ZENS) | \$ 9,500 |
| Transition Bonds | 717 |
| ZENS (linked to AOL stock) | 105 |
| Subtotal | 10,322 |
| Trust Preferred Securities | 725 |
| Total Debt and Trust Preferred Securities | \$11,047 |

| CenterPoint Energy, Inc. | |
|--|-----------------------|
| ZENS | \$ 105 ⁽¹⁾ |
| Convertible Senior Notes | 575 |
| Senior Notes | 600 |
| Collateralized Pollution Control Bonds | 397 ⁽²⁾ |
| First Mortgage Bond Collateral | 527 ⁽²⁾ |
| General Mortgage Bond Collateral | 519 |
| Uncollateralized Pollution Control Bonds | 1,872 ⁽³⁾ |
| Bank Loans | |
| Total | \$4,595 |



(1) Principal amount on which 2% interest is paid is \$840 million. Debt component is \$105 million.
(2) The collateralized pollution control bonds aggregating \$924 million are obligations of CenterPoint Energy, Inc. However, CenterPoint Energy Houston Electric, LLC has issued first mortgage bonds aggregating \$397 million and general mortgage bonds aggregating \$527 million as collateral for the CenterPoint Energy, Inc. obligations.
(3) Borrowings under \$2.35 billion bank facility. Facility is secured by CenterPoint Energy's interest in the stock of Texas Genco Holdings, Inc.
(4) Non-interest-bearing obligation to a former affiliate related to notes previously advanced to CenterPoint Energy Resources Corp. by a third party and for which the former affiliate remains obligated. Payable in June 2003.
(5) Borrowings under \$200 million bank facility.
(6) Advances under \$100 million receivables facility; advances are not reflected as debt on the balance sheet.
(7) Loan is collateralized by general mortgage bonds.

Principal amount of external debt and trust preferred securities As of October 16, 2003



CenterPoint Energy, Inc.

| Security | Outstanding | Rate | Insurer | Maturity | Call Feature |
|--|-------------------|----------|---------|----------|--------------|
| Term Loan | | Variable | | 10/07/06 | (4) |
| \$1.425 Billion Revolving Credit Facility | | Variable | | | (5) |
| ZENS | | (1) | | 10/07/06 | 100 |
| Convertible Senior Notes | | 3.75% | | 09/15/29 | 101 |
| Senior Notes | | 5.875% | | 05/15/23 | 100 |
| Senior Notes | | 7.25% | | 06/01/08 | Current (7) |
| Senior Notes | | 6.85% | | 06/01/15 | Current (7) |
| Senior Notes | | 7.25% | | 09/01/10 | Current (7) |
| Senior Notes | | 6.70% | AMBAC | 03/01/17 | Current 101 |
| Brazos River Authority Series 1992A | \$43,820,000 (2) | 6.70% | AMBAC | 03/01/27 | Current 101 |
| Matagorda County Navigation District Number One Series 1992A | \$56,095,000 (2) | 6.70% | AMBAC | 03/01/27 | Current 101 |
| Brazos River Authority Series 1992B | \$33,470,000 (2) | 6.375% | MBIA | 04/01/12 | Current 102 |
| Gulf Coast Waste Disposal Authority 1992A | \$12,100,000 (2) | 6.375% | MBIA | 04/01/12 | Current 102 |
| Brazos River Authority Series 1993 | \$83,565,000 (2) | 5.60% | MBIA | 12/01/17 | Current 102 |
| Gulf Coast Waste Disposal Authority 1993 | \$16,600,000 (2) | 4.90% | MBIA | 12/01/03 | NA |
| Brazos River Authority Series 1995 | \$91,945,000 (2) | 4.00% | MBIA | 08/01/15 | 08/01/13 101 |
| Matagorda County Navigation District Number One Series 1995 | \$58,905,000 (2) | 4.00% | MBIA | 10/15/15 | 10/15/13 101 |
| Brazos River Authority Series 1997 | \$50,000,000 (3) | 5.05% | AMBAC | 11/01/18 | NA |
| Matagorda County Navigation District Number One Series 1997 | \$68,000,000 (3) | 5.125% | AMBAC | 11/01/28 | NA |
| Matagorda County Navigation District Number One Series 1998A | \$29,685,000 | 5.25% | MBIA | 11/01/29 | 11/01/08 102 |
| Matagorda County Navigation District Number One Series 1998B | \$75,000,000 | 5.15% | MBIA | 11/01/29 | 11/01/08 102 |
| Brazos River Authority Series 1998A | \$100,000,000 (3) | 5.125% | AMBAC | 05/01/19 | 05/01/08 102 |
| Brazos River Authority Series 1998B | \$90,000,000 (3) | 5.125% | AMBAC | 11/01/20 | 11/01/08 102 |
| Brazos River Authority Series 1998C | \$100,000,000 (3) | 5.125% | AMBAC | 05/01/19 | 05/01/08 102 |
| Brazos River Authority Series 1998D | \$68,700,000 | 4.90% | MBIA | 10/01/15 | NA |
| Gulf Coast Waste Disposal Authority 1999 | \$19,200,000 (3) | 4.70% | AMBAC | 01/01/11 | NA |
| Matagorda County Navigation District Number One Series 1999A | \$100,000,000 (3) | 5.25% | AMBAC | 06/01/26 | 06/01/09 101 |
| Brazos River Authority Series 1999A | \$100,000,000 | 5.375% | | 04/01/19 | 04/01/09 101 |
| Matagorda County Navigation District Number One Series 1999B | \$70,315,000 | 5.95% | | 05/01/30 | 05/01/09 101 |
| Brazos River Authority Series 1999B | \$100,000,000 | 7.75% | | 12/01/18 | 04/10/08 102 |
| Matagorda County Navigation District Number One Series 1999C | \$75,000,000 | 8.00% | | 05/01/29 | 04/10/08 102 |
| 8.125% Trust Preferred, Series A | \$250,000,000 | 8.125% | | 03/31/46 | Current 100 |
| 8.257% Capital Securities, Series B | \$100,000,000 | 8.257% | | 02/01/37 | Current 100 |
| 7.20% Trust Preferred, Series C | \$375,000,000 | 7.20% | | 02/04/07 | 104,1285 |
| TOTAL | \$6,054,756,382 | | | 02/26/04 | 100 |

(1) Quarterly at \$0.29125 per ZENS (or 2% per year) plus "pass through" of AOL TimeWarner common stock dividend. Currently, AOL TimeWarner pays no common stock dividend.

(2) Collateralized by First Mortgage Bonds

(3) Collateralized by General Mortgage Bonds

(4) Scheduled maturities as follows: 12/31/03, \$2.5 million; 3/31/04, \$2.5 million; 6/30/04, \$2.5 million; 9/30/04, \$2.5 million; 12/31/04, \$2.5 million; 3/31/05, \$2.5 million; 6/30/05, \$2.5 million; 9/30/05, \$2.5 million; 10/07/06, \$905 million. Earlier mandatory repayment with the proceeds from securitization and/or sale of TGN stock/properties.

(5) Scheduled maturity 10/7/06. Earlier mandatory repayment with the proceeds from securitization and/or sale of TGN stock/properties provided that the commitments shall not be reduced below \$750 million.

(6) Partial prepayments at 100%. Prepayment of entire loan from substantially concurrent issuance of non-securitized debt at 102 from 10/07/03 to 10/07/04, 101 from 10/07/04 to 10/07/05 and 100 thereafter.

(7) 100% plus make-whole premium using treasury yield + 50 basis points as the discount rate.

Principal amount of external debt and trust preferred securities As of October 16, 2003



CenterPoint Energy Houston Electric, LLC

| Security | Outstanding | Rate | Maturity | Call Feature | |
|--------------------------|---------------------|-------|----------|--------------|-------|
| | | | | Date | Price |
| First Mortgage Bonds | \$102,442,000 | 9.15% | 03/15/21 | NA | NA |
| General Mortgage Bonds | \$460,000,000 | 5.70% | 03/15/13 | Current | (2) |
| General Mortgage Bonds | \$312,275,000 | 6.95% | 03/15/33 | Current | (3) |
| General Mortgage Bonds | \$200,000,000 | 5.60% | 07/01/23 | Current | (4) |
| General Mortgage Bonds | \$300,000,000 | 5.75% | 01/15/14 | Current | (5) |
| Collateralized Term Loan | \$1,310,000,000 (1) | (6) | 11/1/05 | NA | NA |
| TOTAL | \$2,674,717,000 | | | | |

(1) Collateralized by General Mortgage Bonds.

(2) 100% plus make-whole premium using treasury yield + 30 basis points as the discount rate.

(3) 100% plus make-whole premium using treasury yield + 35 basis points as the discount rate.

(4) 100% plus make-whole premium using treasury yield + 20 basis points as the discount rate.

(5) 100% plus make-whole premium using treasury yield + 20 basis points as the discount rate; treasury yield + 50 basis points is used as the discount rate for a special redemption.

(6) Floating rate at LIBOR + 975 basis points with a minimum interest rate of 12.75%.

CenterPoint Energy Resources Corp.

| Security | Outstanding | Rate | Maturity | Call Feature | |
|---|-----------------|--------|-------------|--------------|-------|
| | | | | Date | Price |
| Debentures | \$146,070,000 | 8.90% | 12/15/06 | NA | NA |
| Convertible Subordinated Debentures | \$77,372,900 | 6.00% | 3/15/12 | Current | 100 |
| Debentures | \$300,000,000 | 6.50% | 2/01/08 | NA | NA |
| TERMS | \$140,000,000 | 6.375% | 11/01/03(1) | 11/01/03 | 100 |
| Notes | \$325,000,000 | 8.125% | 7/15/05 | Current | (2) |
| Notes | \$550,000,000 | 7.75% | 2/15/11 | Current | (3) |
| Senior Notes | \$762,000,000 | 7.875% | 4/01/13 | Current | (4) |
| Note Payable to Reliant Energy Services | \$36,000,000 | | 6/01/05 | NA | NA |
| 6.25% Convertible Trust Preferred | \$324,000 | 6.250% | 6/30/26 | Current (5) | 100 |
| TOTAL | \$2,335,816,900 | | | | |

(1) The option is expected to be exercised in the event the 10-year treasury rate in 2003 is less than 5.66%. If the option is exercised, the bonds will be remarketed to new investors and the maturity date of the bonds will extend to 2013. If the option is not exercised, the debt securities will be repaid in 2003.

(2) 100% plus make-whole premium using treasury yield + 25 basis points as the discount rate.

(3) 100% plus make-whole premium using treasury yield + 30 basis points as the discount rate.

(4) 100% plus make-whole premium using treasury yield + 50 basis points as the discount rate.

(5) Only if current market price of CNP common stock equals or exceeds 125% of the conversion price for 20 of 30 days.

Principal amount of external debt and trust preferred securities

As of October 16, 2003



CenterPoint Energy Transition Bond Company, LLC

| Security | Outstanding | Rate | Maturity | Call Feature | |
|-----------------------------------|--------------------------|-------|----------|--------------|-------|
| | | | | Date | Price |
| Class A-1 2001-1 Transition Bonds | \$83,171,877 | 3.84% | (1) | (5) | (5) |
| Class A-2 2001-1 Transition Bonds | \$118,000,000 | 4.76% | (2) | (5) | (5) |
| Class A-3 2001-1 Transition Bonds | \$130,000,000 | 5.16% | (3) | (5) | (5) |
| Class A-4 2001-1 Transition Bonds | \$385,897,000 | 5.63% | (4) | (5) | (5) |
| TOTAL | \$717,068,877 | | | | |

- (1) Expected maturities: \$14,004,374 on 03/15/04; \$27,184,961 on 09/15/04; \$15,914,062 on 3/15/05; \$26,068,480 on 09/15/05.
- (2) Expected maturities: \$4,823,521 on 09/15/05; \$18,460,311 on 03/15/06; \$35,834,722 on 09/15/06; \$20,369,999 on 03/15/07; \$38,511,447 on 09/15/07.
- (3) Expected maturities: \$1,030,314 on 09/15/07; \$22,279,686 on 03/15/08; \$43,248,801 on 09/15/08; \$24,825,936 on 03/15/09; \$38,615,263 on 09/15/09.
- (4) Expected maturities: \$9,576,259 on 09/15/09; \$27,372,186 on 03/15/10; \$53,134,242 on 09/15/10; \$29,918,434 on 03/15/11; \$58,076,963 on 09/15/11; \$33,737,809 on 03/15/12; \$65,491,043 on 09/15/12; \$37,309,760 on 03/15/13; and \$71,280,304 on 09/15/13.
- (5) The Series 2001-1 Transition Bonds are subject to optional redemption in whole after the aggregate outstanding principal balance of the Series 2001-1 Transition Bonds has been reduced to 5% or less of the aggregate initial principal balance.

Debt Maturities - CNP



In Millions of Dollars

Scheduled Maturities of Debt and Trust Preferred Securities as of October 16, 2003

| Year | CenterPoint Energy | CenterPoint Houston (1) | Trust Preferred Issuers | CERC | Sub-total | Transition Bonds | Total |
|--------------|--------------------|-------------------------|-------------------------|-----------------|------------------|------------------|------------------|
| 2003 | \$ 19 | \$ | \$ | \$ 140 | \$ 159 | | \$ 159 |
| 2004 | 10 | | | | 10 | 41 | 51 |
| 2005 | 8 | 1,310 | | 367 | 1,685 | 47 | 1,732 |
| 2006 | 1,852 | | | 152 | 2,004 | 54 | 2,058 |
| 2007 | | | | 6 | 6 | 60 | 66 |
| 2008-2012 | 465 | | | 908 | 1,373 | 515 | 1,888 |
| 2013-2017 | 547 | 750 | | 762 | 2,059 | | 2,059 |
| 2018-2022 | 540 | 103 | | | 643 | | 643 |
| 2023-2027 | 731 | 200 | | | 931 | | 931 |
| 2028-2032 | 1,158 (2) | | | | 1,158 | | 1,158 |
| 2033-2037 | | 312 | 100 | | 412 | | 412 |
| 2038-2042 | | | | | - | | - |
| 2043-2047 | | | 250 | | 250 | | 250 |
| 2048-2052 | | | 375 | | 375 | | 375 |
| Total | \$ 5,330 | \$ 2,675 | \$ 725 | \$ 2,335 | \$ 11,065 | \$ 717 | \$ 11,782 |

(1) Excludes Transition Bonds

(2) Includes \$840 million of ZENS currently shown as balance sheet debt of \$105 million