

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

FORM U-1/A

POST-EFFECTIVE AMENDMENT NO. 6 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.  
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3000 One Shell Plaza  
Houston, Texas 77002-4995  
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## 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 an opinion of counsel in this Application-Declaration.

This Post-Effective Amendment No. 6 to the Application-Declaration is intended to supplement and amend, as appropriate, Post-Effective Amendment Nos. 4 and 5 to the Application-Declaration.

EXHIBITS

Exhibit G-14.1 Opinion of Counsel.

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 28, 2003

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

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

May 28, 2003

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: CenterPoint Energy, Inc. (File No. 70-9895)

Dear Ladies and Gentlemen:

I am writing in reference to the Post-Effective Amendments to Application-Declaration on Form U-1 in File No. 70-9895, as amended (the "Amendments"), under the Public Utility Holding Company Act of 1935, as amended (the "1935 Act"), filed by CenterPoint Energy, Inc. and Utility Holding, LLC (collectively, the "Applicants"), seeking a modification of certain financing authority under Holding Co. Act Release No. 27548 (July 5, 2002) to permit the pledge of the stock of Texas Genco Holdings, Inc. and to provide warrants as described in Post-Effective Amendment No. 4 in File No. 70-9895 (the "Transactions").

I have acted as counsel to Applicants in connection with the filing of the Amendments. All capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Amendments. I am a member of the State Bar of Texas.

In connection with this opinion, I or attorneys in whom I have confidence, have examined originals or copies, certified or otherwise identified to my satisfaction, of such records and such other documents, certificates and corporate or other records as I have deemed necessary or appropriate as a basis for the opinions expressed in this letter. In my examination, I have assumed the genuineness of all signatures, the legal capacity of all persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of documents submitted to me as certified or photostatic copies and the authenticity of the originals of such copies. As to various questions of fact material to such opinions, I have, when relevant facts were not independently established, relied upon statements contained in the Amendments.

The opinions expressed below are subject to the following assumptions, qualifications, limitations, conditions and exceptions:

(a) The Commission shall have duly entered an appropriate order or orders with respect to the proposed Transactions, as described in the Amendments, permitting the Amendments to become effective under the 1935 Act and the rules and regulations thereunder, and the proposed Transactions are consummated in accordance with the Amendments and the Commission's orders.

(b) No act or event other than as described herein shall have occurred subsequent to the date hereof which would change the opinions expressed.

(c) Appropriate corporate actions will have been taken by the Applicants and the documents delivering the pledge or warrants, as the case may be, will have been authorized, executed and delivered with all appropriate transfer or other taxes paid.

(d) The Applicants will at the time of the proposed Transactions be incorporated or validly formed business entities in the jurisdictions in which they are domiciled.

Based upon the foregoing and subject to the assumptions, qualifications, limitations, conditions and exceptions set forth herein, it is my opinion that, in the event that the proposed Transactions are consummated in accordance with the Amendments:

(a) all state laws applicable to the proposed Transactions will have been complied with;

(b) the issuer of any securities proposed in the Amendments is validly organized and duly existing; and

(c) the consummation of the proposed Transactions will not violate the legal rights of the holders of any securities issued by the Applicants or any of their respective subsidiaries and associate companies.

I hereby consent to the filing of this opinion as an exhibit to the Amendments.

This opinion speaks as of the date hereof, and I disclaim any obligation to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to my attention or any change in laws that may hereafter occur or to advise you of any changes that occur after the date hereof.

This opinion is intended to be for the benefit of the Securities and Exchange Commission and may be relied upon only by it. It may not be relied upon by any other person or for any other purpose.

Sincerely,

/s/ RUFUS S. SCOTT

Rufus S. Scott