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56

Natural gas derivatives

1

112

10

(16

)

107

Total assets

\$

444

\$

112

\$

10

\$

(16

)

\$

550

Liabilities

Indexed debt securities derivative

\$  
—

\$  
197

\$  
—

\$  
—

\$  
197

Natural gas derivatives

19

101

4

(72  
)

52

Total liabilities

\$  
19

\$  
298

\$  
4

\$  
(72  
)

\$  
249

Amounts represent the impact of legally enforceable master netting agreements that allow CenterPoint Energy to (1) settle positive and negative positions and also include cash collateral of \$56 million posted with the same counterparties.

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The following tables present additional information about assets or liabilities, including derivatives that are measured at fair value on a recurring basis for which CenterPoint Energy has utilized Level 3 inputs to determine fair value:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)			
	Derivative assets and liabilities, net			
	Year Ended December 31,			
	2009	2010	2011	
	(in millions)			
Beginning balance	\$(58	) \$(6	) \$3	
Total unrealized gains or (losses):				
Included in earnings	(1	) 4	6	
Included in regulatory assets	(16	) (1	) —	
Total settlements:				
Included in earnings	3	(2	) (3	)
Included in regulatory assets	66	8	—	
Total purchases	—	—	2	
Net transfers out of Level 3	—	—	(2	)
Ending balance	\$(6	) \$3	\$6	
The amount of total gains for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	\$1	\$4	\$5	

Estimated Fair Value of Financial Instruments

The fair values of cash and cash equivalents, investments in debt and equity securities classified as "available-for-sale" and "trading" and short-term borrowings are estimated to be approximately equivalent to carrying amounts and have been excluded from the table below. The fair values of non-trading derivative assets and liabilities and CenterPoint Energy's 2.00% Zero-Premium Exchangeable Subordinated Notes due 2029 (ZENS) indexed debt securities derivative are stated at fair value and are excluded from the table below. The fair value of each debt instrument is determined by multiplying the principal amount of each debt instrument by the market price.

	December 31, 2010		December 31, 2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(in millions)			
Financial liabilities:				
Long-term debt	\$9,303	\$10,071	\$8,994	\$10,049

(9) Indexed Debt Securities (ZENS) and Time Warner Securities

(a) Investment in Time Warner Securities

In 1995, CenterPoint Energy sold a cable television subsidiary to Time Warner, Inc. (TW) and received TW securities as partial consideration. A subsidiary of CenterPoint Energy now holds 7.2 million shares of TW common stock (TW Common), 1.8 million shares of Time Warner Cable Inc. (TWC) common stock (TWC Common) and 0.7 million shares of AOL, Inc. (AOL) common stock (AOL Common) (together with the TW Common and TWC Common, the TW Securities) which are classified as trading securities and are expected to be held to facilitate CenterPoint Energy's ability to meet its obligation under the ZENS. Unrealized gains and losses resulting from changes in the market value

of the TW Securities are recorded in CenterPoint Energy's Statements of Consolidated Income.

(b) ZENS

In September 1999, CenterPoint Energy issued ZENS having an original principal amount of \$1 billion of which \$840 million remain outstanding at December 31, 2011. Each ZENS note was originally exchangeable at the holder's option at any time for an

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amount of cash equal to 95% of the market value of the reference shares of TW Common attributable to such note. The number and identity of the reference shares attributable to each ZENS note are adjusted for certain corporate events. As of December 31, 2011, the reference shares for each ZENS note consisted of 0.5 share of TW Common, 0.125505 share of TWC Common and 0.045455 share of AOL Common. CenterPoint Energy pays interest on the ZENS at an annual rate of 2% plus the amount of any quarterly cash dividends paid in respect of the reference shares attributable to the ZENS. The principal amount of ZENS is subject to being increased or decreased to the extent that the annual yield from interest and cash dividends on the reference shares is less than or more than 2.309%. The adjusted principal amount is defined in the ZENS instrument as “contingent principal.” At December 31, 2011, ZENS having an original principal amount of \$840 million and a contingent principal amount of \$797 million were outstanding and were exchangeable, at the option of the holders, for cash equal to 95% of the market value of reference shares deemed to be attributable to the ZENS. At December 31, 2011, the market value of such shares was approximately \$386 million, which would provide an exchange amount of \$436 for each \$1,000 original principal amount of ZENS. At maturity of the ZENS in 2029, CenterPoint Energy will be obligated to pay in cash the higher of the contingent principal amount of the ZENS or an amount based on the then-current market value of the reference shares, which will include any additional publicly-traded securities distributed with respect to the current reference shares prior to maturity.

The ZENS obligation is bifurcated into a debt component and a derivative component (the holder’s option to receive the appreciated value of the reference shares at maturity). The bifurcated debt component accretes through interest charges at 17.3% annually up to the contingent principal amount of the ZENS in 2029. Such accretion will be reduced by annual cash interest payments, as described above. The derivative component is recorded at fair value and changes in the fair value of the derivative component are recorded in CenterPoint Energy’s Statements of Consolidated Income. Changes in the fair value of the TW Securities held by CenterPoint Energy are expected to substantially offset changes in the fair value of the derivative component of the ZENS.

The following table sets forth summarized financial information regarding CenterPoint Energy’s investment in TW Securities and each component of CenterPoint Energy’s ZENS obligation (in millions).

	TW Securities	Debt Component of ZENS	Derivative Component of ZENS	
Balance at December 31, 2008	\$218	\$117	\$133	
Accretion of debt component of ZENS	—	21	—	
2% interest paid	—	(17	) —	
Loss on indexed debt securities	—	—	68	
Gain on TW Common	82	—	—	
Balance at December 31, 2009	300	121	201	
Accretion of debt component of ZENS	—	22	—	
2% interest paid	—	(17	) —	
Loss on indexed debt securities	—	—	31	
Gain on TW Securities	67	—	—	
Balance at December 31, 2010	367	126	232	
Accretion of debt component of ZENS	—	22	—	
2% interest paid	—	(17	) —	
Gain on indexed debt securities	—	—	(35	)
Gain on TW Securities	19	—	—	
Balance at December 31, 2011	\$386	\$131	\$197	

(10)Equity

(a) Capital Stock

CenterPoint Energy has 1,020,000,000 authorized shares of capital stock, comprised of 1,000,000,000 shares of \$0.01 par value common stock and 20,000,000 shares of \$0.01 par value cumulative preferred stock.

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## (b) Shareholder Rights Plan

CenterPoint Energy had a Shareholder Rights Plan that stated that each share of its common stock included one associated preferred stock purchase right (Right) which entitled the registered holder to purchase from CenterPoint Energy a unit consisting of one thousandth of a share of Series A Preferred Stock. The Rights expired pursuant to their terms on December 31, 2011.

## (11) Short-term Borrowings and Long-term Debt

	December 31, 2010		December 31, 2011	
	Long-Term (in millions)	Current(1)	Long-Term	Current(1)
Short-term borrowings:				
Inventory financing	\$—	\$53	\$—	\$62
Total short-term borrowings	—	53	—	62
Long-term debt:				
CenterPoint Energy:				
ZENS(2)	—	126	—	131
Senior notes 5.95% to 6.85% due 2015 to 2018	750	—	750	—
Pollution control bonds 4.00% due 2015(3)	151	—	151	—
Pollution control bonds 4.90% to 5.95% due 2015 to 2030(4) (5)	562	19	562	—
CenterPoint Houston:				
First mortgage bonds 9.15% due 2021	102	—	102	—
General mortgage bonds 5.60% to 7.00% due 2013 to 2033	1,762	—	1,762	—
Pollution control bonds 3.625% to 5.60% due 2012 to 2027(6)	229	—	183	46
System restoration bonds 1.833% to 4.243% due 2012 to 2022	601	43	556	45
Transition bonds 4.192% to 5.63% due 2012 to 2020	1,921	240	1,659	262
CERC Corp.:				
Senior notes 4.50% to 7.875% due 2013 to 2041 (7)	2,747	—	2,693	—
Commercial paper (8)	183	—	285	—
Other	1	—	1	—
Unamortized discount and premium	(8	) —	(63	) —
Total long-term debt	9,001	428	8,641	484
Total debt	\$9,001	\$481	\$8,641	\$546

(1) Includes amounts due or exchangeable within one year of the date noted.

CenterPoint Energy's ZENS obligation is bifurcated into a debt component and an embedded derivative component.  
 (2) For additional information regarding ZENS, see Note 9(b). As ZENS are exchangeable for cash at any time at the option of the holders, these notes are classified as a current portion of long-term debt.

(3) These series of debt are secured by first mortgage bonds of CenterPoint Houston.



(4) \$237 million and \$218 million of these series of debt were secured by general mortgage bonds of CenterPoint Houston at December 31, 2010 and 2011, respectively.

(5) In February 2012, CenterPoint Energy purchased \$275 million aggregate principal amount of pollution control bonds issued on its behalf which will remain outstanding and may be remarketed and called for a March 2012 redemption of \$100 million aggregate principal amount of pollution control bonds issued on its behalf.

(6) These series of debt are secured by general mortgage bonds of CenterPoint Houston.

(7) \$550 million senior notes due February 2011 are not reflected in the current portion of long-term debt as of December 31, 2010 because the notes were refinanced in January 2011.

(8) Classified as long-term debt because the termination date of the facility that backstops the commercial paper is more than one year from the date noted.

(a) Short-term Borrowings

Receivables Facility. CERC's receivables facility terminated pursuant to its terms on September 14, 2011. As of December 31, 2010, the facility size was \$160 million and there were no advances under the facility.

Inventory Financing. Gas Operations has entered into asset management agreements associated with its utility distribution service in Arkansas, north Louisiana and Oklahoma that extend through 2015. Pursuant to the provisions of the agreements, Gas Operations sells natural gas and agrees to repurchase an equivalent amount of natural gas during the winter heating seasons at the same cost, plus a financing charge. These transactions are accounted for as a financing and they had an associated principal obligation of \$53 million and \$62 million as of December 31, 2010 and 2011, respectively.

(b) Long-term Debt

CERC Corp. Senior Notes. In January 2011, CERC Corp. issued \$250 million aggregate principal amount of senior notes due 2021 with an interest rate of 4.50% and \$300 million aggregate principal amount of senior notes due 2041 with an interest rate of 5.85%. The proceeds from the issuance of the notes were used for the repayment of \$550 million of CERC Corp.'s 7.75% senior notes at their maturity in February 2011. Accordingly, the \$550 million senior notes due in February 2011 are reflected as long-term debt as of December 31, 2010.

CERC Corp. Exchange Offer. Also in January 2011, CERC Corp. issued an additional \$343 million aggregate principal amount of 4.50% senior notes due 2021 and provided cash consideration of \$114 million in exchange for \$397 million aggregate principal amount of its 7.875% senior notes due 2013. The premium of \$58 million paid on exchanged notes has been deferred and will be amortized to interest expense over the life of the 4.50% senior notes due 2021.

Transition and System Restoration Bonds. As of December 31, 2011, CenterPoint Houston had five special purpose subsidiaries consisting of transition and system restoration bond companies, which it consolidates, including Bond Company IV, which issued transition bonds in January 2012 as described below. The consolidated special purpose subsidiaries are wholly-owned bankruptcy remote entities that were formed solely for the purpose of purchasing and owning transition or system restoration property through the issuance of transition bonds or system restoration bonds and activities incidental thereto. These transition bonds and system restoration bonds are payable only through the imposition and collection of "transition" or "system restoration" charges, as defined in the Texas Public Utility Regulatory Act, which are irrevocable, non-bypassable charges payable by most of CenterPoint Houston's retail electric customers in order to provide recovery of authorized qualified costs. CenterPoint Houston has no payment obligations in respect of the transition and system restoration bonds other than to remit the applicable transition or system restoration charges it collects. Each special purpose entity is the sole owner of the right to impose, collect and receive the applicable transition or system restoration charges securing the bonds issued by that entity. Creditors of CenterPoint Energy or CenterPoint Houston have no recourse to any assets or revenues of the transition and system restoration bond companies (including the transition and system restoration charges), and the holders of transition

bonds or system restoration bonds have no recourse to the assets or revenues of CenterPoint Energy or CenterPoint Houston.

In January 2012, Bond Company IV issued \$1.695 billion of transition bonds in three tranches with interest rates ranging from 0.9012% to 3.0282% and final maturity dates ranging from April 15, 2018 to October 15, 2025. The transition bonds will be repaid over time through a charge imposed on customers in CenterPoint Houston's service territory.

**Pollution Control Bonds.** In February 2012, CenterPoint Energy purchased \$275 million aggregate principal amount of pollution control bonds issued on its behalf at 100% of their principal amount plus accrued interest pursuant to the mandatory tender provisions of the bonds. The purchased pollution control bonds will remain outstanding and may be remarketed. Prior to the purchase, the pollution control bonds had fixed interest rates ranging from 5.15% to 5.95%. Additionally, in February 2012, CenterPoint Energy called for a March 2012 redemption of \$100 million aggregate principal amount of pollution control bonds issued on its behalf at 100% of their principal amount plus accrued interest pursuant to the optional redemption provisions of the bonds. The pollution control bonds called for redemption have a fixed interest rate of 5.25%.

Revolving Credit Facilities. In the third quarter of 2011, the revolving credit facilities of CenterPoint Energy, CenterPoint Houston and CERC Corp. were replaced with five-year revolving credit facilities of similar borrowing capacity. As of December 31, 2010 and 2011, CenterPoint Energy, CenterPoint Houston and CERC Corp. had the following revolving credit facilities and utilization of such facilities (in millions):

	December 31, 2010				December 31, 2011			
	Size of Facility	Loans	Letters of Credit	Commercial Paper	Size of Facility	Loans	Letters of Credit	Commercial Paper
CenterPoint Energy	\$1,156	\$—	\$20	\$—	\$1,200	\$—	\$16	\$—
CenterPoint Houston	289	—	4	—	300	—	4	—
CERC Corp.	915	—	—	183	950	—	—	285
Total	\$2,360	\$—	\$24	\$183	\$2,450	\$—	\$20	\$285

CenterPoint Energy's \$1.2 billion credit facility, which is scheduled to terminate September 9, 2016, can be drawn at the London Interbank Offered Rate (LIBOR) plus 175 basis points based on CenterPoint Energy's current credit ratings. The facility contains a debt (excluding transition and system restoration bonds) to earnings before interest, taxes, depreciation and amortization (EBITDA) covenant (as those terms are defined in the facility). The facility allows for a temporary increase of the permitted ratio in the financial covenant from 5 times to 5.5 times if CenterPoint Houston experiences damage from a natural disaster in its service territory and CenterPoint Energy certifies to the administrative agent that CenterPoint Houston has incurred system restoration costs reasonably likely to exceed \$100 million in a consecutive twelve-month period, all or part of which CenterPoint Houston intends to seek to recover through securitization financing. Such temporary increase in the financial covenant would be in effect from the date CenterPoint Energy delivers its certification until the earliest to occur of (i) the completion of the securitization financing, (ii) the first anniversary of CenterPoint Energy's certification or (iii) the revocation of such certification.

CenterPoint Houston's \$300 million credit facility, which is scheduled to terminate September 9, 2016, can be drawn at LIBOR plus 150 basis points based on CenterPoint Houston's current credit ratings. The facility contains a debt (excluding transition and system restoration bonds) to total capitalization covenant which limits debt to 65% of the borrower's total capitalization.

CERC Corp.'s \$950 million credit facility, which is scheduled to terminate September 9, 2016, can be drawn at LIBOR plus 150 basis points based on CERC Corp.'s current credit ratings. The facility contains a debt to total capitalization covenant which limits debt to 65% of CERC's total capitalization.

Under CenterPoint Energy's \$1.2 billion credit facility, CenterPoint Houston's \$300 million credit facility and CERC Corp.'s \$950 million credit facility, an additional utilization fee of 5 basis points applies to borrowings any time more than 50% of the facility is utilized. The spread to LIBOR and the utilization fee fluctuate based on the borrower's credit rating.

CenterPoint Energy, CenterPoint Houston and CERC Corp. were in compliance with all debt covenants as of December 31, 2011.

Maturities. CenterPoint Energy's maturities of long-term debt, capital leases and sinking fund requirements, excluding the ZENS obligation, are \$353 million in 2012, \$1.145 billion in 2013, \$1.195 billion in 2014, \$669 million in 2015 and \$875 million in 2016. These maturities include transition and system restoration bond principal repayments on scheduled payment dates aggregating \$307 million in 2012, \$330 million in 2013, \$235 million in 2014, \$249 million

in 2015 and \$266 million in 2016. These maturities exclude scheduled repayments on transition bonds issued in 2012 of \$62 million in 2012, \$117 million in 2013, \$120 million in 2014, \$122 million in 2015 and \$126 million in 2016.

Liens. As of December 31, 2011, CenterPoint Houston's assets were subject to liens securing approximately \$253 million of first mortgage bonds. Sinking or improvement fund and replacement fund requirements on the first mortgage bonds may be satisfied by certification of property additions. Sinking fund and replacement fund requirements for 2009, 2010 and 2011 have been satisfied by certification of property additions. The replacement fund requirement to be satisfied in 2012 is approximately \$184 million, and the sinking fund requirement to be satisfied in 2012 is approximately \$3 million. CenterPoint Energy expects CenterPoint Houston to meet these 2012 obligations by certification of property additions. As of December 31, 2011, CenterPoint Houston's assets were also subject to liens securing approximately \$2.5 billion of general mortgage bonds which are junior to the liens of the first mortgage bonds.

## (12)Income Taxes

The components of CenterPoint Energy's income tax expense were as follows:

	Year Ended December 31,		
	2009	2010	2011
	(in millions)		
Current income tax expense (benefit):			
Federal	\$(103	) \$40	\$(63
State	10	24	24
Total current expense (benefit)	(93	) 64	(39
Deferred income tax expense (benefit):			
Federal	251	220	432
State	18	(21	) 11
Total deferred expense	269	199	443
Total income tax expense	\$176	\$263	\$404

A reconciliation of the expected federal income tax expense using the federal statutory income tax rate to the actual income tax expense and resulting effective income tax rate is as follows:

	Year Ended December 31,			
	2009	2010	2011	
	(in millions)			
Income before income taxes and extraordinary item	\$548	\$705	\$1,174	
Federal statutory income tax rate	35.00	% 35.00	% 35.00	%
Expected federal income tax expense	192	247	411	
Increase (decrease) in tax expense resulting from:				
State income tax expense, net of federal income tax	18	2	22	
Amortization of investment tax credit	(7	) (7	) (6	)
Tax law change in deductibility of retiree health care costs	—	20	—	
Increase (decrease) in settled and uncertain income tax positions	(5	) 14	(5	)
Other, net	(22	) (13	) (18	)
Total	(16	) 16	(7	)
Total income tax expense	\$176	\$263	\$404	
Effective tax rate	32.1	% 37.3	% 34.4	%

CenterPoint Energy recorded a \$9 million decrease in tax expense in 2011 related to the release of income tax reserves on the tax normalization issue discussed below, which resulted in a net decrease in tax expense of \$5 million for all uncertain tax positions. CenterPoint Energy recorded a net reduction in state income tax expense of approximately \$17 million related to lower blended state tax rates and a reduction of the deferred tax liability recorded in December 2011.

CenterPoint Energy recorded a non-cash, \$21 million increase to income tax expense in 2010 as a result of a change in tax law upon the enactment in March 2010 of the Patient Protection and Affordable Care Act and the related Health Care and Education Reconciliation Act of 2010. The change in tax law, which becomes effective for tax years beginning after December 31, 2012, eliminates the tax deductibility of the portion of retiree health care costs which are reimbursed by Medicare Part D subsidies. Based upon the actuarially determined net present value of lost future retiree health care deductions related to the subsidies, CenterPoint Energy reduced its deferred tax asset by approximately \$32 million in March 2010. The portion of the reduction that CenterPoint Energy believes will be

recovered through the regulatory process, or approximately \$11 million, was recorded as an adjustment to regulatory assets. The remaining \$21 million of the reduction in CenterPoint Energy's deferred tax asset was recorded as a charge to income tax expense in the first quarter of 2010.

In December 2010, certain subsidiaries of CenterPoint Energy were restructured in order to achieve a more tax-efficient reporting structure. As a result of the restructuring, CenterPoint Energy recorded a net reduction in income tax expense of approximately \$24 million related to the remeasurement of accumulated deferred income taxes. The net reduction in income tax expense is comprised of a decrease in state income tax expense, net of federal income tax, totaling approximately \$29 million and an increase in income tax expense of approximately \$5 million related to uncertain income tax positions.

As a result of its settlement with the IRS for tax years 2004 and 2005, CenterPoint Energy recorded an income tax benefit of approximately \$11 million in 2009 related to a reduction in the liability for uncertain tax positions of approximately \$41 million. The state income tax expense of \$18 million for 2009 includes a benefit of approximately \$12 million, net of federal income tax, related to adjustments in prior years' state estimates.

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities were as follows:

	December 31,	
	2010	2011
	(in millions)	
Deferred tax assets:		
Current:		
Allowance for doubtful accounts	\$11	\$10
Deferred gas costs	32	—
Other	21	7
Total current deferred tax assets	64	17
Non-current:		
Loss and credit carryforwards	49	214
Employee benefits	346	363
Other	48	68
Total non-current deferred tax assets before valuation allowance	443	645
Valuation allowance	(3	) (4
Total non-current deferred tax assets, net of valuation allowance	440	641
Total deferred tax assets, net of valuation allowance	504	658
Deferred tax liabilities:		
Current:		
Unrealized gain on indexed debt securities	391	427
Unrealized gain on TW securities	80	97
Total current deferred tax liabilities	471	524
Non-current:		
Depreciation	2,086	2,849
Regulatory assets, net	1,256	1,499
Other	32	125
Total non-current deferred tax liabilities	3,374	4,473
Total deferred tax liabilities	3,845	4,997
Accumulated deferred income taxes, net	\$3,341	\$4,339

Tax Attribute Carryforwards and Valuation Allowance. At December 31, 2011, CenterPoint Energy has approximately \$442 million of federal net operating loss carryforwards which begin to expire in 2030 and approximately \$352 million of state net operating loss carryforwards which expire in various years between 2012 and 2031. CenterPoint Energy has approximately \$6 million of federal capital loss carryforwards and \$14 million of



federal charitable contribution carryforwards which expire in various years between 2012 and 2030. CenterPoint Energy has approximately \$244 million of state capital loss carryforwards which expire in 2017 for which a valuation allowance has been established.

CenterPoint Energy has established a valuation allowance of \$1 million for federal net operating loss carryforwards attributable to share based compensation and \$3 million for state capital loss carryforwards that based upon management's evaluation may

not be realized.

Uncertain Income Tax Positions. The following table reconciles the beginning and ending balance of CenterPoint Energy's unrecognized tax benefits:

	December 31,		
	2009	2010	2011
	(in millions)		
Balance, beginning of year	\$117	\$187	\$252
Tax Positions related to prior years:			
Additions	56	9	(1 )
Reductions	(25 )	(4 )	(203 )
Tax Positions related to current year:			
Additions	56	60	5
Settlements	(17 )	—	(1 )
Lapse of statute of limitations	—	—	(1 )
Balance, end of year	\$187	\$252	\$51

The net decrease in the total amount of unrecognized tax benefits during 2011 is primarily related to the remeasurement of a potential tax normalization violation. As a result of the Settlement, discussed in Note 5(b), CenterPoint Houston has determined that the potential normalization violation has been prevented and consequently, recorded a reduction to the liability for unrecognized income tax benefits of \$211 million. The unrecognized tax benefit for the normalization issue was a temporary difference and, therefore, the decrease in the balance thereto resulted in an increase to the deferred tax liability of \$202 million and a decrease in income tax expense of \$9 million for the release of accrued interest expense. It is reasonably possible that the total amount of unrecognized tax benefits could decrease by an amount between \$25 million and \$31 million over the next 12 months primarily as a result of the anticipated resolution of CenterPoint Energy's administrative appeal associated with an IRS examination described below.

CenterPoint Energy has approximately \$10 million, \$17 million and \$21 million of unrecognized tax benefits that, if recognized, would reduce the effective income tax rate for 2009, 2010 and 2011, respectively. CenterPoint Energy recognizes interest and penalties as a component of income tax expense. CenterPoint Energy recognized approximately \$7 million of income tax benefit, \$8 million of income tax expense and \$13 million of income tax benefit related to interest on uncertain income tax positions during 2009, 2010 and 2011, respectively. CenterPoint Energy had approximately \$12 million of interest payable and \$1 million of interest receivable on uncertain income tax positions accrued at December 31, 2010 and 2011, respectively.

Tax Audits and Settlements. CenterPoint Energy's consolidated federal income tax returns have been audited and settled through the 2005 tax year. CenterPoint Energy has a tentative closing agreement for tax years 2006 and 2007 with the IRS's Appeals Division pending review by the Joint Committee on Taxation. The most significant adjustment proposed by the IRS relates to the disallowance of CenterPoint Energy's 2007 casualty loss deduction totaling \$603 million associated with the damage caused by Hurricane Ike. CenterPoint Energy is currently under examination by the IRS for tax years 2008 and 2009 and is at various stages of the examination process. CenterPoint Energy has considered the effects of these examinations in its accrual for settled issues and liability for uncertain income tax positions as of December 31, 2011.

Under a tax allocation agreement, CenterPoint Energy and GenOn Energy, Inc. (GenOn) (as successor to the entity formerly known as RRI Energy, Inc., Reliant Resources, Inc., and Reliant Energy, Inc.) have agreed to indemnify each other for tax liabilities arising out of IRS examinations. The IRS has issued a tentative closing agreement to Reliant

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Resources, Inc. for tax year 2002. The tax deficiency assessed by the IRS is entirely the liability of GenOn with CenterPoint Energy to be indemnified for both tax and interest. Accordingly, CenterPoint Energy has recorded a federal liability of approximately \$32 million offset with a receivable from GenOn of \$27 million and a deferred tax asset of \$5 million pertaining to the federal benefit on the deductibility of interest.

## (13) Commitments and Contingencies

## (a) Natural Gas Supply Commitments

Natural gas supply commitments include natural gas contracts related to CenterPoint Energy's Natural Gas Distribution and Competitive Natural Gas Sales and Services business segments, which have various quantity requirements and durations, that are not classified as non-trading derivative assets and liabilities in CenterPoint Energy's Consolidated Balance Sheets as of December 31, 2010 and 2011 as these contracts meet the exception to be classified as "normal purchases contracts" or do not meet the definition of a derivative. Natural gas supply commitments also include natural gas transportation contracts that do not meet the definition of a derivative. As of December 31, 2011, minimum payment obligations for natural gas supply commitments are approximately \$467 million in 2012, \$449 million in 2013, \$353 million in 2014, \$219 million in 2015, \$151 million in 2016 and \$251 million after 2016.

## (b) Asset Management Agreements

Gas Operations has entered into asset management agreements associated with its utility distribution service in Arkansas, Louisiana, Mississippi, Oklahoma and Texas. Generally, these asset management agreements are contracts between Gas Operations and an asset manager that are intended to transfer the working capital obligation and maximize the utilization of the assets. In these agreements, Gas Operations agreed to release transportation and storage capacity to other parties to manage gas storage, supply and delivery arrangements for Gas Operations and to use the released capacity for other purposes when it is not needed for Gas Operations. Gas Operations is compensated by the asset manager through payments made over the life of the agreements based in part on the results of the asset optimization. Under the provisions of these asset management agreements, Gas Operations has an obligation to purchase its winter storage requirements from the asset manager. The agreements have varying terms, the longest of which expires in 2016.

## (c) Lease Commitments

The following table sets forth information concerning CenterPoint Energy's obligations under non-cancelable long-term operating leases at December 31, 2011, which primarily consist of rental agreements for building space, data processing equipment, compression equipment and rights of way (in millions):

2012	\$14
2013	9
2014	7
2015	4
2016	4
2017 and beyond	16
Total	\$54

Total lease expense for all operating leases was \$37 million, \$77 million and \$43 million during 2009, 2010 and 2011, respectively.

## (d) Other Commitments

In December 2008, CenterPoint Energy entered into an agreement to purchase software licenses, support and maintenance. As of December 31, 2011, payment obligations under this agreement are \$6 million in 2012 and

\$6 million in 2013.

(e) Long-Term Gas Gathering and Treating Agreements.

CenterPoint Energy Field Services, LLC (CEFS) has entered into long-term agreements with an indirect wholly-owned subsidiary of Encana Corporation (Encana) and an indirect wholly-owned subsidiary of Royal Dutch Shell plc (Shell) to provide gathering and treating services for their natural gas production from certain Haynesville Shale and Bossier Shale formations in Texas and Louisiana.

Under the long-term agreements, Encana or Shell may elect to require CEFS to expand the capacity of its gathering systems by up to an additional 1.3 Bcf per day. CEFS estimates that the cost to expand the capacity of its gathering systems by an additional

1.3 Bcf per day would be as much as \$440 million. Encana and Shell would provide incremental volume commitments in connection with an election to expand system capacity.

(f) Legal, Environmental and Other Regulatory Matters

Legal Matters

Gas Market Manipulation Cases. CenterPoint Energy, CenterPoint Houston or their predecessor, Reliant Energy, Incorporated (Reliant Energy), and certain of their former subsidiaries are named as defendants in certain lawsuits described below. Under a master separation agreement between CenterPoint Energy and a former subsidiary, RRI Energy, Inc. (RRI), CenterPoint Energy and its subsidiaries are entitled to be indemnified by RRI and its successors for any losses, including attorneys' fees and other costs, arising out of these lawsuits. In May 2009, RRI sold its Texas retail business to a subsidiary of NRG Energy, Inc. (NRG) and changed its name to RRI Energy, Inc. In December 2010, Mirant Corporation merged with and became a wholly owned subsidiary of RRI Energy, Inc., and RRI Energy, Inc. changed its name to GenOn Energy, Inc. Neither the sale of the retail business nor the merger with Mirant Corporation alters RRI's (now GenOn's) contractual obligations to indemnify CenterPoint Energy and its subsidiaries, including CenterPoint Houston, for certain liabilities, including their indemnification obligations regarding the gas market manipulation litigation, nor does it affect the terms of existing guaranty arrangements for certain GenOn gas transportation contracts discussed below.

A large number of lawsuits were filed against numerous gas market participants in a number of federal and western state courts in connection with the operation of the natural gas markets in 2000-2002. CenterPoint Energy's former affiliate, RRI, was a participant in gas trading in the California and Western markets. These lawsuits, many of which have been filed as class actions, allege violations of state and federal antitrust laws. Plaintiffs in these lawsuits are seeking a variety of forms of relief, including, among others, recovery of compensatory damages (in some cases in excess of \$1 billion), a trebling of compensatory damages, full consideration damages and attorneys' fees. CenterPoint Energy and/or Reliant Energy were named in approximately 30 of these lawsuits, which were instituted between 2003 and 2009. CenterPoint Energy and its affiliates have been released or dismissed from all but two of such cases. CenterPoint Energy Services, Inc. (CES), a subsidiary of CERC Corp., is a defendant in a case now pending in federal court in Nevada alleging a conspiracy to inflate Wisconsin natural gas prices in 2000-2002. In July 2011, the court issued an order dismissing the plaintiffs' claims against the other defendants in the case, each of whom had demonstrated FERC jurisdictional sales for resale during the relevant period, based on federal preemption. The plaintiffs have appealed this ruling to the United States Court of Appeals for the Ninth Circuit. Additionally, CenterPoint Energy was a defendant in a lawsuit filed in state court in Nevada that was dismissed in 2007, but in March 2010 the plaintiffs appealed the dismissal to the Nevada Supreme Court. CenterPoint Energy believes that neither it nor CES is a proper defendant in these remaining cases and will continue to pursue dismissal from those cases. CenterPoint Energy does not expect the ultimate outcome of these remaining matters to have a material impact on its financial condition, results of operations or cash flows.

Natural Gas Measurement Lawsuits. CERC Corp. and certain of its subsidiaries are defendants in two mismeasurement lawsuits brought against approximately 245 pipeline companies and their affiliates pending in state court in Stevens County, Kansas. In one case (originally filed in May 1999 and amended four times), the plaintiffs purport to represent a class of royalty owners who allege that the defendants have engaged in systematic mismeasurement of the volume of natural gas for more than 25 years. The plaintiffs amended their petition in this suit in July 2003 in response to an order from the judge denying certification of the plaintiffs' alleged class. In the amendment, the plaintiffs dismissed their claims against certain defendants (including two CERC Corp. subsidiaries), limited the scope of the class of plaintiffs they purport to represent and eliminated previously asserted claims based on mismeasurement of the British thermal unit (Btu) content of the gas. The same plaintiffs then filed a second lawsuit, again as representatives of a putative class of royalty owners in which they assert their claims that the defendants have

engaged in systematic mismeasurement of the Btu content of natural gas for more than 25 years. In both lawsuits, the plaintiffs seek compensatory damages, along with statutory penalties, treble damages, interest, costs and fees. In September 2009, the district court in Stevens County, Kansas, denied plaintiffs' request for class certification of their case and, in March 2010, denied the plaintiffs' request for reconsideration of that order. The time for seeking review of the district court's decision has now passed.

CERC believes that there has been no systematic mismeasurement of gas and that these lawsuits are without merit. CERC and CenterPoint Energy do not expect the ultimate outcome of the lawsuits to have a material impact on the financial condition, results of operations or cash flows of either CenterPoint Energy or CERC.

#### Environmental Matters

Manufactured Gas Plant Sites. CERC and its predecessors operated manufactured gas plants (MGPs) in the past. In Minnesota, CERC has completed remediation on two sites, other than ongoing monitoring and water treatment. There are five remaining sites in CERC's Minnesota service territory. CERC believes that it has no liability with respect to two of these sites.

At December 31, 2011, CERC had accrued \$13 million for remediation of these Minnesota sites and the estimated range of possible remediation costs for these sites was \$6 million to \$41 million based on remediation continuing for 30 to 50 years. The cost estimates are based on studies of a site or industry average costs for remediation of sites of similar size. The actual remediation costs will be dependent upon the number of sites to be remediated, the participation of other potentially responsible parties (PRPs), if any, and the remediation methods used. The Minnesota Public Utility Commission provided for the inclusion in rates of approximately \$285,000 annually to fund normal on-going remediation costs. As of December 31, 2011, CERC had collected \$5.5 million from insurance companies to be used to mitigate future environmental costs.

In addition to the Minnesota sites, the United States Environmental Protection Agency and other regulators have investigated MGP sites that were owned or operated by CERC or may have been owned by one of its former affiliates. CERC and CenterPoint Energy do not expect the ultimate outcome of these investigations will have a material adverse impact on the financial condition, results of operations or cash flows of either CenterPoint Energy or CERC.

Asbestos. Some facilities owned by CenterPoint Energy contain or have contained asbestos insulation and other asbestos-containing materials. CenterPoint Energy or its subsidiaries have been named, along with numerous others, as a defendant in lawsuits filed by a number of individuals who claim injury due to exposure to asbestos. Some of the claimants have worked at locations owned by subsidiaries of CenterPoint Energy, but most existing claims relate to facilities previously owned by CenterPoint Energy's subsidiaries. CenterPoint Energy anticipates that additional claims like those received may be asserted in the future. In 2004 and early 2005, CenterPoint Energy sold its generating business, to which most of these claims relate, to a company which is now an affiliate of NRG. Under the terms of the arrangements regarding separation of the generating business from CenterPoint Energy and its sale of that business, ultimate financial responsibility for uninsured losses from claims relating to the generating business has been assumed by the NRG affiliate, but CenterPoint Energy has agreed to continue to defend such claims to the extent they are covered by insurance maintained by CenterPoint Energy, subject to reimbursement of the costs of such defense by the NRG affiliate. Although their ultimate outcome cannot be predicted at this time, CenterPoint Energy intends to continue vigorously contesting claims that it does not consider to have merit and does not expect, based on its experience to date, these matters, either individually or in the aggregate, to have a material adverse effect on CenterPoint Energy's financial condition, results of operations or cash flows.

Other Environmental. From time to time CenterPoint Energy identifies the presence of environmental contaminants on property where its subsidiaries conduct or have conducted operations. Other such sites involving contaminants may be identified in the future. CenterPoint Energy has and expects to continue to remediate identified sites consistent with its legal obligations. From time to time CenterPoint Energy has received notices from regulatory authorities or others regarding its status as a PRP in connection with sites found to require remediation due to the presence of environmental contaminants. In addition, CenterPoint Energy has been named from time to time as a defendant in litigation related to such sites. Although the ultimate outcome of such matters cannot be predicted at this time, CenterPoint Energy does not expect, based on its experience to date, these matters, either individually or in the aggregate, to have a material adverse effect on CenterPoint Energy's financial condition, results of operations or cash flows.

#### Other Proceedings

CenterPoint Energy is involved in other legal, environmental, tax and regulatory proceedings before various courts, regulatory commissions and governmental agencies regarding matters arising in the ordinary course of business. Some of these proceedings involve substantial amounts. CenterPoint Energy regularly analyzes current information and, as necessary, provides accruals for probable liabilities on the eventual disposition of these matters. CenterPoint Energy does not expect the disposition of these matters to have a material adverse effect on CenterPoint Energy's financial



condition, results of operations or cash flows.

(g) Guaranties

Prior to the distribution of CenterPoint Energy's ownership in RRI to its shareholders, CERC had guaranteed certain contractual obligations of what became RRI's trading subsidiary. When the companies separated, RRI agreed to secure CERC against obligations under the guaranties RRI had been unable to extinguish by the time of separation. Pursuant to such agreement, as amended in December 2007, RRI (now GenOn) agreed to provide to CERC cash or letters of credit as security against CERC's obligations under its remaining guaranties for demand charges under certain gas transportation agreements if and to the extent changes in market conditions expose CERC to a risk of loss on those guaranties based on an annual calculation, with any required collateral to be posted each December. The undiscounted maximum potential payout of the demand charges under these transportation contracts, which will be in effect until 2018, was approximately \$88 million as of December 31, 2011. Market conditions in the fourth quarters of 2010 and 2011 required posting of security under the agreement, and GenOn posted approximately \$7 million in collateral in December 2010 and an additional \$21 million of collateral in December 2011. If GenOn

should fail to perform the contractual obligations, CERC could have to honor its guarantee and, in such event, collateral provided as security may be insufficient to satisfy CERC's obligations.

(14) Earnings Per Share

The following table reconciles numerators and denominators of CenterPoint Energy's basic and diluted earnings per share calculations:

	For the Year Ended December 31,		
	2009	2010	2011
	(in millions, except per share and share amounts)		
Basic earnings per share calculation:			
Income before extraordinary item	\$372	\$442	\$770
Extraordinary item, net of tax	—	—	587
Net income	\$372	\$442	\$1,357
Weighted average shares outstanding	365,229,000	409,721,000	425,636,000
Basic earnings per share:			
Income before extraordinary item	\$1.02	\$1.08	\$1.81
Extraordinary item, net of tax	—	—	1.38
Net income	\$1.02	\$1.08	\$3.19
Diluted earnings per share calculation:			
Net income	\$372	\$442	\$1,357
Weighted average shares outstanding	365,229,000	409,721,000	425,636,000
Plus: Incremental shares from assumed conversions:			
Stock options <sup>(1)</sup>	451,000	470,000	347,000
Restricted stock	2,001,000	2,585,000	2,741,000
Weighted average shares assuming dilution	367,681,000	412,776,000	428,724,000
Diluted earnings per share:			
Income before extraordinary item	\$1.01	\$1.07	\$1.80
Extraordinary item, net of tax	—	—	1.37
Net income	\$1.01	\$1.07	\$3.17

Options to purchase 2,372,132 and 1,458,598 shares were outstanding for the years ended December 31, 2009 and (1)2010, respectively, but were not included in the computation of diluted earnings per share because the options' exercise price was greater than the average market price of the common shares for the respective years.

## (15) Unaudited Quarterly Information

Summarized quarterly financial data is as follows:

	Year Ended December 31, 2010			
	First Quarter <sup>(2)</sup>	Second Quarter	Third Quarter	Fourth Quarter <sup>(3)</sup>
	(in millions, except per share amounts)			
Revenues	\$3,023	\$1,756	\$1,908	\$2,098
Operating income	357	263	327	302
Net income	114	81	123	124
Basic earnings per share(1)	\$0.29	\$0.20	\$0.29	\$0.29
Diluted earnings per share(1)	\$0.29	\$0.20	\$0.29	\$0.29
	Year Ended December 31, 2011			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in millions, except per share amounts)			
Revenues	\$2,587	\$1,837	\$1,881	\$2,145
Operating income	364	303	357	274
Income before extraordinary item(4)	148	119	386	117
Extraordinary item, net of tax(4)	—	—	587	—
Net income	\$148	\$119	\$973	\$117
Basic earnings per share(1):				
Income before extraordinary item	\$0.35	\$0.28	\$0.90	\$0.27
Extraordinary item, net of tax	—	—	1.38	—
Net income	\$0.35	\$0.28	\$2.28	\$0.27
Diluted earnings per share(1):				
Income before extraordinary item	\$0.35	\$0.28	\$0.90	\$0.27
Extraordinary item, net of tax	—	—	1.37	—
Net income	\$0.35	\$0.28	\$2.27	\$0.27

(1) Quarterly earnings per common share are based on the weighted average number of shares outstanding during the quarter, and the sum of the quarters may not equal annual earnings per common share.

During the first quarter of 2010, CenterPoint Energy recorded a \$21 million charge to income tax expense as a (2) result of a change in tax law upon the enactment in March 2010 of the Patient Protection and Affordable Care Act and the related Health Care and Education Reconciliation Act of 2010.

During the fourth quarter of 2010, CenterPoint Energy recorded a \$21 million gain on the sale of non-strategic gathering assets by its Field Services business segment. CenterPoint Energy also recorded a \$24 million decrease (3) in income tax expense related to the effects of re-measuring accumulated deferred income taxes associated with the restructuring of certain subsidiaries.

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During the third quarter of 2011, CenterPoint Energy recorded an extraordinary gain of \$587 million, after-tax, (4)related to the Final Order and a \$224 million, after-tax, return on true-up balance included in Income before extraordinary item related to a portion of interest on the appealed amount as discussed in Note 5(b).

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(16) Reportable Business Segments

CenterPoint Energy's determination of reportable business segments considers the strategic operating units under which CenterPoint Energy manages sales, allocates resources and assesses performance of various products and services to wholesale or retail customers in differing regulatory environments. The accounting policies of the business segments are the same as those described in the summary of significant accounting policies except that some executive benefit costs have not been allocated to business segments. CenterPoint Energy uses operating income as the measure of profit or loss for its business segments.

CenterPoint Energy's reportable business segments include the following: Electric Transmission & Distribution, Natural Gas Distribution, Competitive Natural Gas Sales and Services, Interstate Pipelines, Field Services and Other Operations. The electric transmission and distribution function (CenterPoint Houston) is reported in the Electric Transmission & Distribution business segment. Natural Gas Distribution consists of intrastate natural gas sales to, and natural gas transportation and distribution for, residential, commercial, industrial and institutional customers. Competitive Natural Gas Sales and Services represents CenterPoint Energy's non-rate regulated gas sales and services operations. The Interstate Pipelines business segment includes the interstate natural gas pipeline operations. The Field Services business segment includes the non-rate regulated natural gas gathering, processing and treating operations. Other Operations consists primarily of other corporate operations which support all of CenterPoint Energy's business operations.

Long-lived assets include net property, plant and equipment, goodwill and other intangibles and equity investments in unconsolidated subsidiaries. Intersegment sales are eliminated in consolidation.

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Financial data for business segments and products and services are as follows (in millions):

	Revenues from External Customers	Intersegment Revenues	Depreciation and Amortization	Operating Income	Total Assets	Expenditures for Long-Lived Assets
As of and for the year ended December 31, 2009:						
Electric						
Transmission & Distribution	\$2,013	(1) \$—	\$480	\$545	\$9,755	\$428
Natural Gas Distribution	3,374	10	161	204	4,535	165
Competitive Natural Gas Sales and Services	2,215	15	4	21	1,176	2
Interstate Pipelines(2)	456	142	48	256	3,484	176
Field Services(3)	212	29	15	94	1,045	348
Other	11	—	35	4	2,261	(4) 29
Reconciling Eliminations	—	(196 )	—	—	(2,483 )	—
Consolidated	\$8,281	\$—	\$743	\$1,124	\$19,773	\$1,148
As of and for the year ended December 31, 2010:						
Electric						
Transmission & Distribution	\$2,205	(1) \$—	\$582	\$567	\$9,817	\$463
Natural Gas Distribution	3,199	14	166	231	4,575	202
Competitive Natural Gas Sales and Services	2,617	34	4	16	1,190	2
Interstate Pipelines(2)	464	137	52	270	3,672	102
Field Services(3)	289	49	25	151	1,803	668
Other	11	—	35	14	2,184	(4) 25
Reconciling Eliminations	—	(234 )	—	—	(3,130 )	—
Consolidated	\$8,785	\$—	\$864	\$1,249	\$20,111	\$1,462
As of and for the year ended December 31, 2011:						
Electric						
Transmission & Distribution	\$2,337	(1) \$—	\$587	\$623	\$11,221	\$538
	2,823	18	166	226	4,636	295

Natural Gas Distribution Competitive Natural Gas Sales and Services	2,488	23	5	6	1,089	5
Interstate Pipelines(2)	421	132	54	248	3,867	98
Field Services(3)	370	42	37	189	1,894	201
Other	11	—	37	6	2,318	(4) 54
Reconciling Eliminations	—	(215	) —	—	(3,322	) —
Consolidated	\$8,450	\$—	\$886	\$1,298	\$21,703	\$1,191

Sales to affiliates of NRG in 2009, 2010 and 2011 represented approximately \$634 million, \$583 million and \$594 million, respectively, of CenterPoint Houston's transmission and distribution revenues. Sales to affiliates of Energy (1) Future Holdings Corp. in 2009, 2010 and 2011 represented approximately \$182 million, \$185 million and \$182 million, respectively, of CenterPoint Houston's transmission and distribution revenues.

Interstate Pipelines recorded equity income of \$7 million, \$19 million, and \$21 million in the years ended December 31, 2009, 2010 and 2011, respectively, from its 50% interest in SESH, a jointly-owned pipeline. These (2) amounts are included in Equity in earnings of unconsolidated affiliates under the Other Income (Expense) caption. Interstate Pipelines' investment in SESH was \$422 million, \$413 million and \$409 million as of December 31, 2009, 2010 and 2011 and is included in Investment in unconsolidated affiliates.

Field Services recorded equity income of \$8 million, \$10 million and \$9 million for the years ended December 31, 2009, 2010 and 2011, respectively, from its 50% interest in a jointly-owned gas processing plant. These amounts (3) are included in Equity in earnings of unconsolidated affiliates under the Other Income (Expense) caption. Field Services' investment in the jointly-owned gas processing plant was \$40 million, \$55 million and \$63 million as of December 31, 2009, 2010 and 2011, respectively, and is included in Investment in unconsolidated affiliates.

- (4) Included in total assets of Other Operations as of December 31, 2009, 2010 and 2011, are pension and other postemployment related regulatory assets of \$731 million, \$704 million and \$796 million, respectively.

Revenues by Products and Services:	Year Ended December 31,		
	2009	2010	2011
	(in millions)		
Electric delivery sales	\$2,013	\$2,205	\$2,337
Retail gas sales	4,540	4,412	4,019
Wholesale gas sales	902	1,250	1,149
Gas transport	691	785	824
Energy products and services	135	133	121
Total	\$8,281	\$8,785	\$8,450

(17) Subsequent Events

On January 19, 2012, CenterPoint Energy's board of directors declared a regular quarterly cash dividend of \$0.2025 per share of common stock payable on March 9, 2012, to shareholders of record as of the close of business on February 16, 2012.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls And Procedures

In accordance with Exchange Act Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2011 to provide assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosure.

There has been no change in our internal controls over financial reporting that occurred during the three months ended December 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

Management's Annual Report on Internal Control over Financial Reporting

See report set forth above in Item 8, "Financial Statements and Supplementary Data."

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

See report set forth above in Item 8, "Financial Statements and Supplementary Data."



Item 9B. Other Information

None.

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### PART III

#### Item 10. Directors, Executive Officers and Corporate Governance

The information called for by Item 10, to the extent not set forth in “Executive Officers” in Item 1, will be set forth in the definitive proxy statement relating to CenterPoint Energy’s 2012 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 10 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

#### Item 11. Executive Compensation

The information called for by Item 11 will be set forth in the definitive proxy statement relating to CenterPoint Energy’s 2012 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 11 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information called for by Item 12 will be set forth in the definitive proxy statement relating to CenterPoint Energy’s 2012 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 12 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

#### Item 13. Certain Relationships and Related Transactions, and Director Independence

The information called for by Item 13 will be set forth in the definitive proxy statement relating to CenterPoint Energy’s 2012 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 13 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

#### Item 14. Principal Accounting Fees and Services

The information called for by Item 14 will be set forth in the definitive proxy statement relating to CenterPoint Energy’s 2012 annual meeting of shareholders pursuant to SEC Regulation 14A. Such definitive proxy statement relates to a meeting of shareholders involving the election of directors and the portions thereof called for by Item 14 are incorporated herein by reference pursuant to Instruction G to Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Financial Statements.

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Statements of Consolidated Comprehensive Income for the Three Years Ended December 31, 2011	58
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Statements of Consolidated Shareholders' Equity for the Three Years Ended December 31, 2011	61
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(a)(2) Financial Statement Schedules for the Three Years Ended December 31, 2011

Report of Independent Registered Public Accounting Firm	102
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The following schedules are omitted because of the absence of the conditions under which they are required or because the required information is included in the financial statements:

III, IV and V.

(a)(3) Exhibits.

See Index of Exhibits beginning on page 110, which index also includes the management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601(b)(10)(iii) of Regulation S-K.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of  
CenterPoint Energy, Inc.  
Houston, Texas

We have audited the consolidated financial statements of CenterPoint Energy, Inc. and subsidiaries (the "Company") as of December 31, 2011 and 2010, and for each of the three years in the period ended December 31, 2011, and the Company's internal control over financial reporting as of December 31, 2011, and have issued our reports thereon dated February 29, 2012; such reports are included elsewhere in this Form 10-K. Our audits also included the financial statement schedules of the Company listed in the index at Item 15 (a)(2). These financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas  
February 29, 2012

## CENTERPOINT ENERGY, INC.

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF  
CENTERPOINT ENERGY, INC. (PARENT COMPANY)

## STATEMENTS OF INCOME

	For the Year Ended December 31,		
	2009	2010	2011
	(in millions)		
Expenses:			
Operation and Maintenance Expenses	\$(17	) \$(12	) \$(12
Total	(17	) (12	) (12
Other Income (Expense):			
Interest Income from Subsidiaries	8	8	7
Other Expense	(5	) (8	) —
Gain (Loss) on Indexed Debt Securities	(68	) (31	) 35
Interest Expense to Subsidiaries	(25	) (26	) (25
Interest Expense	(149	) (132	) (123
Total	(239	) (189	) (106
Loss Before Income Taxes, Equity in Subsidiaries and Extraordinary Item	(256	) (201	) (118
Income Tax Benefit	113	79	50
Loss Before Equity in Subsidiaries and Extraordinary Item	(143	) (122	) (68
Equity Income of Subsidiaries	515	564	838
Income Before Extraordinary Item	372	442	770
Extraordinary Item, Net of Tax	—	—	587
Net Income	\$372	\$442	\$1,357

See Notes to Condensed Financial Information (Parent Company) and  
CenterPoint Energy, Inc. and Subsidiaries Notes to Consolidated Financial Statements in Part II, Item 8

## CENTERPOINT ENERGY, INC.

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF  
CENTERPOINT ENERGY, INC. (PARENT COMPANY)

## BALANCE SHEETS

	December 31,	
	2010	2011
	(in millions)	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$—	\$—
Notes receivable — subsidiaries	530	407
Accounts receivable — subsidiaries	59	53
Other assets	68	43
Total current assets	657	503
Other Assets:		
Investment in subsidiaries	6,115	7,538
Notes receivable — subsidiaries	151	151
Other assets	723	822
Total other assets	6,989	8,511
Total Assets	\$7,646	\$9,014
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Notes payable — subsidiaries	\$900	\$1,012
Current portion of indexed debt	126	131
Current portion of other long-term debt	19	—
Indexed debt securities derivative	232	197
Accounts payable:		
Subsidiaries	27	24
Other	1	—
Taxes accrued	318	426
Interest accrued	19	19
Other	1	1
Total current liabilities	1,643	1,810
Other Liabilities:		
Accumulated deferred tax liabilities	124	202
Benefit obligations	460	569
Notes payable — subsidiaries	750	750
Other	10	—
Total non-current liabilities	1,344	1,521
Long-Term Debt	1,461	1,461
Shareholders' Equity:		
Common stock	4	4
Additional paid-in capital	4,100	4,120
Retained earnings (accumulated deficit)	(789	) 231
Accumulated other comprehensive loss	(117	) (133
Total shareholders' equity	3,198	4,222
Total Liabilities and Shareholders' Equity	\$7,646	\$9,014

See Notes to Condensed Financial Information (Parent Company) and  
CenterPoint Energy, Inc. and Subsidiaries Notes to Consolidated Financial Statements in Part II, Item 8

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## CENTERPOINT ENERGY, INC.

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF  
CENTERPOINT ENERGY, INC. (PARENT COMPANY)

## STATEMENTS OF CASH FLOWS

	For the Year Ended December 31,		
	2009	2010	2011
	(in millions)		
Operating Activities:			
Net income	\$372	\$442	\$1,357
Non-cash items included in net income:			
Equity income of subsidiaries	(515)	) (564)	) (838)
Deferred income tax expense	(19)	) (16)	) 149
Amortization of debt issuance costs	5	6	5
Extraordinary item, net of tax	—	—	(587)
Loss (gain) on indexed debt securities	68	31	(35)
Changes in working capital:			
Accounts receivable/(payable) from subsidiaries, net	86	78	73
Accounts payable	14	(16)	) (1)
Other current assets	(16)	) (27)	) 1
Other current liabilities	59	(111)	) 50
Common stock dividends received from subsidiaries	109	9	10
Other	(1)	) 6	(62)
Net cash provided by (used in) operating activities	162	(162)	) 122
Investing Activities:			
Short-term notes receivable from subsidiaries	(411)	) (37)	) 123
Net cash provided by (used in) investing activities	(411)	) (37)	) 123
Financing Activities:			
Revolving credit facility, net	(264)	) —	—
Payments on long-term debt	—	(490)	) (19)
Debt issuance costs	—	(2)	) (7)
Common stock dividends paid	(276)	) (319)	) (337)
Proceeds from issuance of common stock, net	504	416	6
Short-term notes payable to subsidiaries	285	594	112
Net cash provided by (used in) financing activities	249	199	(245)
Net Decrease in Cash and Cash Equivalents	—	—	—
Cash and Cash Equivalents at Beginning of Year	—	—	—
Cash and Cash Equivalents at End of Year	\$—	\$—	\$—

See Notes to Condensed Financial Information (Parent Company) and  
CenterPoint Energy, Inc. and Subsidiaries Notes to Consolidated Financial Statements in Part II, Item 8



CENTERPOINT ENERGY, INC.

SCHEDULE I — NOTES TO CONDENSED FINANCIAL INFORMATION (PARENT COMPANY)

(1) Background. The condensed parent company financial statements and notes of CenterPoint Energy, Inc. (CenterPoint Energy) should be read in conjunction with the consolidated financial statements and notes of CenterPoint Energy, Inc. and subsidiaries appearing in the Annual Report on Form 10-K. Bank facilities at CenterPoint Energy Houston Electric, LLC and CenterPoint Energy Resources Corp., indirect wholly owned subsidiaries of CenterPoint Energy, limit debt, excluding transition and system restoration bonds, as a percentage of their total capitalization to 65%. These covenants could restrict the ability of these subsidiaries to distribute dividends to CenterPoint Energy.

(2) New Accounting Pronouncements. In May 2011, the Financial Accounting Standards Board (FASB) issued new accounting guidance to achieve common fair value measurements and disclosure requirements in generally accepted accounting principles (U.S. GAAP) and International Financial Reporting Standards (IFRS). Some of the provisions of the new accounting guidance include requiring (1) that only nonfinancial assets should be valued based on a determination of their best use, (2) disclosure of quantitative information about unobservable inputs used in Level 3 fair value measurements and (3) disclosure of the level within the fair value hierarchy for each class of assets or liabilities not measured at fair value in the statement of financial position but for which the fair value is disclosed. This new guidance is effective for interim and annual periods beginning after December 15, 2011. CenterPoint Energy expects that the adoption of this new guidance will not have a material impact on its financial position, results of operations or cash flows.

In June 2011, the FASB issued new accounting guidance on the presentation of comprehensive income. The new guidance is intended to improve the overall quality of financial reporting by increasing the prominence of items reported in other comprehensive income and aligning the presentation of other comprehensive income in financial statements prepared in accordance with U.S. GAAP with those prepared in accordance with IFRS. The new guidance requires an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Adoption of this new guidance did not have an impact on CenterPoint Energy's financial position, results of operations or cash flows.

In September 2011, the FASB issued new accounting guidance that is intended to simplify how entities test goodwill for impairment. The new accounting guidance permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. If, after performing the qualitative assessment, it is determined that the fair value of a reporting unit is more likely than not less than its carrying value, then the quantitative two-step goodwill impairment test that exists under current GAAP must be performed; otherwise, goodwill is deemed to not be impaired and no further testing is required. An entity has the unconditional option to bypass the qualitative assessment and proceed directly to the quantitative assessment. This new guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. CenterPoint Energy did not elect early adoption, but expects that the adoption of this new guidance will not have a material impact on its financial position, results of operations or cash flows.

In December 2011, the FASB issued new accounting guidance that will require disclosure of information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position as well as

disclosure of collateral received and posted in connection with these instruments. This new guidance is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods therein, with retrospective application required. CenterPoint Energy expects that the adoption of this new guidance will not have a material impact on its financial position, results of operations or cash flows.

Management believes the impact of other recently issued standards, which are not yet effective, will not have a material impact on CenterPoint Energy's consolidated financial position, results of operations or cash flows upon adoption.

(3) Long-term Debt. As of December 31, 2010 and 2011, CenterPoint Energy had no borrowings and approximately \$20 million and \$16 million, respectively, of outstanding letters of credit under its \$1.2 billion credit facility. There was no commercial paper outstanding that would have been backstopped by CenterPoint Energy's \$1.2 billion credit facility as of December 31, 2010 and 2011. CenterPoint Energy was in compliance with all debt covenants as of December 31, 2011.

CenterPoint Energy's \$1.2 billion credit facility, which is scheduled to terminate September 9, 2016, can be drawn at the London Interbank Offered Rate (LIBOR) plus 175 basis points based on CenterPoint Energy's current credit ratings. The facility contains a debt (excluding transition and system restoration bonds) to earnings before interest, taxes, depreciation and amortization

(EBITDA) covenant (as those terms are defined in the facility). The facility allows for a temporary increase of the permitted ratio in the financial covenant from 5 times to 5.5 times if CenterPoint Houston experiences damage from a natural disaster in its service territory and CenterPoint Energy certifies to the administrative agent that CenterPoint Houston has incurred system restoration costs reasonably likely to exceed \$100 million in a consecutive twelve-month period, all or part of which CenterPoint Houston intends to seek to recover through securitization financing. Such temporary increase in the financial ratio covenant would be in effect from the date CenterPoint Energy delivers its certification until the earliest to occur of (i) the completion of the securitization financing, (ii) the first anniversary of CenterPoint Energy's certification or (iii) the revocation of such certification.

CenterPoint Energy's maturities of long-term debt, excluding the ZENS obligation, are \$420 million in 2015. There are no maturities of long-term debt in 2012, 2013, 2014 and 2016.

(4) Guaranties. CenterPoint Energy Services, Inc. (CES), an indirect wholly-owned subsidiary of CenterPoint Energy, provides comprehensive natural gas sales and services to industrial and commercial customers. In order to hedge their exposure to natural gas prices, CES has entered into standard purchase and sale agreements with various counterparties. CenterPoint Energy has guaranteed the payment obligations of CES under certain of these agreements, typically for one-year terms. As of December 31, 2011, CenterPoint Energy had guaranteed \$5 million under these agreements.

In September 2009 and April 2010, CenterPoint Energy Field Services, LLC (CEFS), an indirect wholly-owned subsidiary of CenterPoint Energy, entered into long-term agreements with an indirect wholly-owned subsidiary of Encana Corporation (Encana) and an indirect wholly-owned subsidiary of Royal Dutch Shell plc (Shell) to provide gathering and treating services for their natural gas production from certain Haynesville Shale and Bossier Shale formations in Texas and Louisiana. CEFS also acquired jointly-owned gathering facilities from Encana and Shell. Each of the agreements includes acreage dedication and volume commitments for which CEFS has rights to gather Shell's and Encana's natural gas production from the dedicated areas.

In connection with the agreements, CEFS commenced gathering and treating services utilizing the acquired facilities. CEFS has expanded the acquired facilities. If Encana or Shell elect, CEFS will further expand the facilities in order to gather and treat additional future volumes. CenterPoint Energy has guaranteed to fund CEFS' obligations up to \$100 million, plus any additional amount related to any expansion or additional services, upon completion of the gathering systems. As of December 31, 2011, CenterPoint Energy had guaranteed CEFS's obligations up to an amount of \$100 million under these agreements.

## CENTERPOINT ENERGY, INC.

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS  
For the Three Years Ended December 31, 2011

Column A	Column B	Column C		Column D	Column E
Description	Balance at Beginning of Period (in millions)	Additions Charged to Income	Charged to Other Accounts	Deductions From Reserves (1)	Balance at End of Period
Year Ended December 31, 2011					
Accumulated provisions:					
Uncollectible accounts receivable	\$25	\$26	\$—	\$26	\$25
Deferred tax asset valuation allowance	3	—	1	—	4
Year Ended December 31, 2010					
Accumulated provisions:					
Uncollectible accounts receivable	\$24	\$30	\$—	\$29	\$25
Deferred tax asset valuation allowance	5	(2	) —	—	3
Year Ended December 31, 2009					
Accumulated provisions:					
Uncollectible accounts receivable	\$35	\$36	\$—	\$47	\$24
Deferred tax asset valuation allowance	5	—	—	—	5

(1) Deductions from reserves represent losses or expenses for which the respective reserves were created. In the case of the uncollectible accounts reserve, such deductions are net of recoveries of amounts previously written off.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on the 29th day of February, 2012.

CENTERPOINT ENERGY, INC.  
(Registrant)

By: /s/ David M. McClanahan  
David M. McClanahan  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 29, 2012.

Signature	Title
/s/ DAVID M. MCCLANAHAN David M. McClanahan	President, Chief Executive Officer and Director (Principal Executive Officer and Director)
/s/ GARY L. WHITLOCK Gary L. Whitlock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ WALTER L. FITZGERALD Walter L. Fitzgerald	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ MILTON CARROLL Milton Carroll	Chairman of the Board of Directors
/s/ DONALD R. CAMPBELL Donald R. Campbell	Director
/s/ O. HOLCOMBE CROSSWELL O. Holcombe Crosswell	Director
/s/ MICHAEL P. JOHNSON Michael P. Johnson	Director
/s/ JANIECE M. LONGORIA Janiece M. Longoria	Director
/s/ SUSAN O. RHENEY Susan O. Rheney	Director
/s/ R. A. WALKER R. A. Walker	Director
/s/ PETER S. WAREING Peter S. Wareing	Director

Peter S. Wareing

/s/ SHERMAN M. WOLFF  
Sherman M. Wolff

Director

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## CENTERPOINT ENERGY, INC.

EXHIBITS TO THE ANNUAL REPORT ON FORM 10-K  
For Fiscal Year Ended December 31, 2011

## INDEX OF EXHIBITS

Exhibits included with this report are designated by a cross (†); all exhibits not so designated are incorporated herein by reference to a prior filing as indicated. Exhibits designated by an asterisk (\*) are management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601(b)(10)(iii) of Regulation S-K. CenterPoint Energy has not filed the exhibits and schedules to Exhibit 2. CenterPoint Energy hereby agrees to furnish supplementally a copy of any schedule omitted from Exhibit 2 to the SEC upon request.

The agreements included as exhibits are included only to provide information to investors regarding their terms. The agreements listed below may contain representations, warranties and other provisions that were made, among other things, to provide the parties thereto with specified rights and obligations and to allocate risk among them, and such agreements should not be relied upon as constituting or providing any factual disclosures about us, any other persons, any state of affairs or other matters.

Exhibit Number	Description	Report or Registration Statement	SEC File or Registration Number	Exhibit Reference
2	Transaction Agreement dated July 21, 2004 among CenterPoint Energy, Utility Holding, LLC, NN Houston Sub, Inc., Texas Genco Holdings, Inc. (Texas Genco), HPC Merger Sub, Inc. and GC Power Acquisition LLC	CenterPoint Energy's Form 8-K dated July 21, 2004	1-31447	10.1
3(a)	Restated Articles of Incorporation of CenterPoint Energy	CenterPoint Energy's Form 8-K dated July 24, 2008	1-31447	3.2
3(b)	Amended and Restated Bylaws of CenterPoint Energy	CenterPoint Energy's Form 10-K for the year ended December 31, 2010	1-31447	3(b)
†3(c)	Statement of Resolutions Deleting Shares Designated Series A Preferred Stock of CenterPoint Energy			
4(a)	Form of CenterPoint Energy Stock Certificate	CenterPoint Energy's Registration Statement on Form S-4	333-69502	4.1
4(c)	Contribution and Registration Agreement dated December 18, 2001 among Reliant Energy, CenterPoint Energy and the Northern Trust Company, trustee under the Reliant Energy, Incorporated Master Retirement Trust	CenterPoint Energy's Form 10-K for the year ended December 31, 2001	1-31447	4.3
4(d)(1)	Mortgage and Deed of Trust, dated November 1, 1944 between Houston Lighting and Power Company (HL&P) and	HL&P's Form S-7 filed on August 25, 1977	2-59748	2(b)

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Chase Bank of Texas, National  
 Association (formerly, South Texas  
 Commercial National Bank of Houston), as  
 Trustee, as amended and supplemented by  
 20 Supplemental Indentures thereto

4(d)(2)	— Twenty-First through Fiftieth Supplemental Indentures to Exhibit 4(d)(1)	HL&P's Form 10-K for the year ended December 31, 1989	1-3187	4(a)(2)
4(d)(3)	— Fifty-First Supplemental Indenture to Exhibit 4(d)(1) dated as of March 25, 1991	HL&P's Form 10-Q for the quarter ended June 30, 1991	1-3187	4(a)
4(d)(4)	— Fifty-Second through Fifty-Fifth Supplemental Indentures to Exhibit 4(d)(1) each dated as of March 1, 1992	HL&P's Form 10-Q for the quarter ended March 31, 1992	1-3187	4
4(d)(5)	— Fifty-Sixth and Fifty-Seventh Supplemental Indentures to Exhibit 4(d)(1) each dated as of October 1, 1992	HL&P's Form 10-Q for the quarter ended September 30, 1992	1-3187	4



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4(d)(6)	— Fifty-Eighth and Fifty-Ninth Supplemental Indentures to Exhibit 4(d)(1) each dated as of March 1, 1993	HL&P's Form 10-Q for the quarter ended March 31, 1993	1-3187	4
4(d)(7)	— Sixtieth Supplemental Indenture to Exhibit 4(d)(1) dated as of July 1, 1993	HL&P's Form 10-Q for the quarter ended June 30, 1993	1-3187	4
4(d)(8)	— Sixty-First through Sixty-Third Supplemental Indentures to Exhibit 4(d)(1) each dated as of December 1, 1993	HL&P's Form 10-K for the year ended December 31, 1993	1-3187	4(a)(8)
4(d)(9)	— Sixty-Fourth and Sixty-Fifth Supplemental Indentures to Exhibit 4(d)(1) each dated as of July 1, 1995	HL&P's Form 10-K for the year ended December 31, 1995	1-3187	4(a)(9)
4(e)(1)	— General Mortgage Indenture, dated as of October 10, 2002, between CenterPoint Energy Houston Electric, LLC and JPMorgan Chase Bank, as Trustee	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(1)
4(e)(2)	— Second Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(3)
4(e)(3)	— Third Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(4)
4(e)(4)	— Fourth Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(5)
4(e)(5)	— Fifth Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(6)
4(e)(6)	— Sixth Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(7)
4(e)(7)	— Seventh Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(8)
4(e)(8)	— Eighth Supplemental Indenture to Exhibit 4(e)(1), dated as of October 10, 2002	CenterPoint Houston's Form 10-Q for the quarter ended September 30, 2002	1-3187	4(j)(9)
4(e)(9)	— Officer's Certificates dated October 10, 2002 setting forth the form, terms and provisions of the First through Eighth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	4(e)(10)
4(e)(10)	— Ninth Supplemental Indenture to Exhibit 4(e)(1), dated as of November 12, 2002	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	4(e)(10)
4(e)(11)	— Officer's Certificate dated November 12, 2003 setting forth the form, terms and provisions of the Ninth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	4(e)(12)
4(e)(12)	— Tenth Supplemental Indenture to Exhibit 4(e)(1), dated as of March 18, 2003	CenterPoint Energy's Form 8-K dated March 13, 2003	1-31447	4.1

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4(e)(13)	—	Officer's Certificate dated March 18, 2003 setting forth the form, terms and provisions of the Tenth Series and Eleventh Series of General Mortgage Bonds	CenterPoint Energy's Form 8-K dated March 13, 2003	1-31447	4.2
4(e)(14)	—	Eleventh Supplemental Indenture to Exhibit 4(e)(1), dated as of May 23, 2003 Officer's Certificate dated May 23, 2003 setting forth the form, terms and provisions of the Twelfth Series of General Mortgage Bonds	CenterPoint Energy's Form 8-K dated May 16, 2003	1-31447	4.2
4(e)(15)	—		CenterPoint Energy's Form 8-K dated May 16, 2003	1-31447	4.1

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4(e)(16)	— Twelfth Supplemental Indenture to Exhibit 4(e)(1), dated as of September 9, 2003 Officer's Certificate dated September 9, 2003 setting forth the form, terms and provisions of the Thirteenth Series of General Mortgage Bonds	CenterPoint Energy's Form 8-K dated September 9, 2003	1-31447	4.2
4(e)(17)	— Thirteenth Supplemental Indenture to Exhibit 4(e)(1), dated as of February 6, 2004 Officer's Certificate dated February 6, 2004 setting forth the form, terms and provisions of the Fourteenth Series of General Mortgage Bonds	CenterPoint Energy's Form 8-K dated September 9, 2003	1-31447	4.3
4(e)(18)	— Fourteenth Supplemental Indenture to Exhibit 4(e)(1), dated as of February 11, 2004 Officer's Certificate dated February 11, 2004 setting forth the form, terms and provisions of the Fifteenth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(16)
4(e)(19)	— Fifteenth Supplemental Indenture to Exhibit 4(e)(1), dated as of March 31, 2004 Officer's Certificate dated March 31, 2004 setting forth the form, terms and provisions of the Sixteenth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(17)
4(e)(20)	— Sixteenth Supplemental Indenture to Exhibit 4(e)(1), dated as of March 31, 2004 Officer's Certificate dated March 31, 2004 setting forth the form, terms and provisions of the Seventeenth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(18)
4(e)(21)	— Seventeenth Supplemental Indenture to Exhibit 4(e)(1), dated as of March 31, 2004 Officer's Certificate dated March 31, 2004 setting forth the form, terms and provisions of the Eighteenth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(19)
4(e)(22)	— Eighteenth Supplemental Indenture to Exhibit 4(e)(1), dated as of November 26, 2008 Officer's Certificate date November 26, 2008 setting forth the form, terms and provisions of the Twentieth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(20)
4(e)(23)	— Nineteenth Supplemental Indenture to Exhibit 4(e)(1), dated as of November 26, 2008 Officer's Certificate date November 26, 2008 setting forth the form, terms and provisions of the Twentieth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(21)
4(e)(24)	— Twentieth Supplemental Indenture to Exhibit 4(e)(1), dated as of November 26, 2008 Officer's Certificate date November 26, 2008 setting forth the form, terms and provisions of the Twentieth Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(22)
4(e)(25)	—	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(23)
4(e)(26)	—	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(24)
4(e)(27)	—	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(e)(25)
4(e)(28)	—	CenterPoint Energy's Form 8-K dated November 25, 2008	1-31447	4.2
4(e)(29)	—	CenterPoint Energy's Form 8-K dated November 25, 2008	1-31447	4.3
4(e)(30)	—		1-3187	4.2

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	Twentieth Supplemental Indenture to Exhibit 4(e)(1), dated as of December 9, 2008	CenterPoint Houston's Form 8-K dated January 6, 2009		
4(e)(31)	— Twenty-First Supplemental Indenture to Exhibit 4(e)(1), dated as of January 9, 2009	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	4(e)(31)
4(e)(32)	— Officer's Certificate date January 20, 2009 setting forth the form, terms and provisions of the Twenty-First Series of General Mortgage Bonds	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	4(e)(32)
4(f)(1)	— Indenture, dated as of February 1, 1998, between Reliant Energy Resources Corp. (RERC Corp.) and Chase Bank of Texas, National Association, as Trustee	CERC Corp.'s Form 8-K dated February 5, 1998	1-13265	4.1

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4(f)(2)	— Supplemental Indenture No. 1 to Exhibit 4(f)(1), dated as of February 1, 1998, providing for the issuance of RERC Corp.'s 6 1/2% Debentures due February 1, 2008	CERC Corp.'s Form 8-K dated November 9, 1998	1-13265	4.2
4(f)(3)	— Supplemental Indenture No. 2 to Exhibit 4(f)(1), dated as of November 1, 1998, providing for the issuance of RERC Corp.'s 6 3/8% Term Enhanced ReMarketable Securities	CERC Corp.'s Form 8-K dated November 9, 1998	1-13265	4.1
4(f)(4)	— Supplemental Indenture No. 3 to Exhibit 4(f)(1), dated as of July 1, 2000, providing for the issuance of RERC Corp.'s 8.125% Notes due 2005	CERC Corp.'s Registration Statement on Form S-4	333-49162	4.2
4(f)(5)	— Supplemental Indenture No. 4 to Exhibit 4(f)(1), dated as of February 15, 2001, providing for the issuance of RERC Corp.'s 7.75% Notes due 2011	CERC Corp.'s Form 8-K dated February 21, 2001	1-13265	4.1
4(f)(6)	— Supplemental Indenture No. 5 to Exhibit 4(f)(1), dated as of March 25, 2003, providing for the issuance of CenterPoint Energy Resources Corp.'s (CERC Corp.'s) 7.875% Senior Notes due 2013	CenterPoint Energy's Form 8-K dated March 18, 2003	1-31447	4.1
4(f)(7)	— Supplemental Indenture No. 6 to Exhibit 4(f)(1), dated as of April 14, 2003, providing for the issuance of CERC Corp.'s 7.875% Senior Notes due 2013	CenterPoint Energy's Form 8-K dated April 7, 2003	1-31447	4.2
4(f)(8)	— Supplemental Indenture No. 7 to Exhibit 4(f)(1), dated as of November 3, 2003, providing for the issuance of CERC Corp.'s 5.95% Senior Notes due 2014	CenterPoint Energy's Form 8-K dated October 29, 2003	1-31447	4.2
4(f)(9)	— Supplemental Indenture No. 8 to Exhibit 4(f)(1), dated as of December 28, 2005, providing for a modification of CERC Corp.'s 6 1/2% Debentures due 2008	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(f)(9)
4(f)(10)	— Supplemental Indenture No. 9 to Exhibit 4(f)(1), dated as of May 18, 2006, providing for the issuance of CERC Corp.'s 6.15% Senior Notes due 2016	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2006	1-31447	4.7
4(f)(11)	— Supplemental Indenture No. 10 to Exhibit 4(f)(1), dated as of February 6, 2007, providing for the issuance of CERC Corp.'s 6.25% Senior Notes due 2037	CenterPoint Energy's Form 10-K for the year ended December 31, 2006	1-31447	4(f)(11)
4(f)(12)	— Supplemental Indenture No. 11 to Exhibit 4(f)(1) dated as of October 23, 2007, providing for the issuance of CERC Corp.'s 6.125% Senior Notes due 2017	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2007	1-31447	4.8
4(f)(13)	— Supplemental Indenture No. 12 to Exhibit 4(f)(1) dated as of October 23, 2007,	CenterPoint Energy's Form 10-Q for the quarter ended June 30,	1-31447	4.9

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	providing for the issuance of CERC Corp.'s 2008 6.625% Senior Notes due 2037			
4(f)(14)	— Supplemental Indenture No. 13 to Exhibit 4(f)(1) dated as of May 15, 2008, providing for the issuance of CERC Corp.'s 6.00% Senior Notes due 2018	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2008	1-31447	4.9
4(f)(15)	— Supplemental Indenture No. 14 to Exhibit 4(f)(1) dated as of January 11, 2011, providing for the issuance of CERC Corp.'s 4.50% Senior Notes due 2021 and 5.85% Senior Notes due 2041	CenterPoint Energy's Form 10-K for the year ended December 31, 2010	1-31447	4(f)(15)
4(f)(16)	— Supplemental Indenture No. 15 to Exhibit 4(f)(1) dated as of January 20, 2011, providing for the issuance of CERC Corp.'s 4.50% Senior Notes due 2021	CenterPoint Energy's Form 10-K for the year ended December 31, 2010	1-31447	4(f)(16)

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4(g)(1)	— Indenture, dated as of May 19, 2003, between CenterPoint Energy and JPMorgan Chase Bank, as Trustee	CenterPoint Energy's Form 8-K dated May 19, 2003	1-31447	4.1
4(g)(2)	— Supplemental Indenture No. 1 to Exhibit 4(g)(1), dated as of May 19, 2003, providing for the issuance of CenterPoint Energy's 3.75% Convertible Senior Notes due 2023	CenterPoint Energy's Form 8-K dated May 19, 2003	1-31447	4.2
4(g)(3)	— Supplemental Indenture No. 2 to Exhibit 4(g)(1), dated as of May 27, 2003, providing for the issuance of CenterPoint Energy's 5.875% Senior Notes due 2008 and 6.85% Senior Notes due 2015	CenterPoint Energy's Form 8-K dated May 19, 2003	1-31447	4.3
4(g)(4)	— Supplemental Indenture No. 3 to Exhibit 4(g)(1), dated as of September 9, 2003, providing for the issuance of CenterPoint Energy's 7.25% Senior Notes due 2010	CenterPoint Energy's Form 8-K dated September 9, 2003	1-31447	4.2
4(g)(5)	— Supplemental Indenture No. 4 to Exhibit 4(g)(1), dated as of December 17, 2003, providing for the issuance of CenterPoint Energy's 2.875% Convertible Senior Notes due 2024	CenterPoint Energy's Form 8-K dated December 10, 2003	1-31447	4.2
4(g)(6)	— Supplemental Indenture No. 5 to Exhibit 4(g)(1), dated as of December 13, 2004, as supplemented by Exhibit 4(g)(5), relating to the issuance of CenterPoint Energy's 2.875% Convertible Senior Notes due 2024	CenterPoint Energy's Form 8-K dated December 9, 2004	1-31447	4.1
4(g)(7)	— Supplemental Indenture No. 6 to Exhibit 4(g)(1), dated as of August 23, 2005, providing for the issuance of CenterPoint Energy's 3.75% Convertible Senior Notes, Series B due 2023	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(g)(7)
4(g)(8)	— Supplemental Indenture No. 7 to Exhibit 4(g)(1), dated as of February 6, 2007, providing for the issuance of CenterPoint Energy's 5.95% Senior Notes due 2017	CenterPoint Energy's Form 10-K for the year ended December 31, 2006	1-31447	4(g)(8)
4(g)(9)	— Supplemental Indenture No. 8 to Exhibit 4(g)(1), dated as of May 5, 2008, providing for the issuance of CenterPoint Energy's 6.50% Senior Notes due 2018	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2008	1-31447	4.7
4(h)(1)	— Subordinated Indenture dated as of September 1, 1999	Reliant Energy's Form 8-K dated September 1, 1999	1-3187	4.1
4(h)(2)	— Supplemental Indenture No. 1 dated as of September 1, 1999, between Reliant Energy and Chase Bank of Texas (supplementing Exhibit 4(h)(1) and	Reliant Energy's Form 8-K dated September 15, 1999	1-3187	4.2

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	providing for the issuance Reliant Energy's 2% Zero-Premium Exchangeable Subordinated Notes Due 2029)			
	Supplemental Indenture No. 2 dated as of August 31, 2002, between CenterPoint Energy, Reliant Energy and JPMorgan Chase Bank (supplementing Exhibit 4(h)(1))	CenterPoint Energy's Form 8-K12B dated August 31, 2002	1-31447	4(e)
4(h)(3)	—			
	Supplemental Indenture No. 3 dated as of December 28, 2005, between CenterPoint Energy, Reliant Energy and JPMorgan Chase Bank (supplementing Exhibit 4(h)(1))	CenterPoint Energy's Form 10-K for the year ended December 31, 2005	1-31447	4(h)(4)
4(h)(4)	—			
	\$1,200,000,000 Credit Agreement dated as of September 9, 2011, among CenterPoint Energy, as Borrower, and the banks named therein	CenterPoint Energy's Form 8-K dated September 9, 2011	1-31447	4.1
4(i)(1)	—			



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4(j)(1)	—	\$300,000,000 Credit Agreement dated as of September 9, 2011, among CenterPoint Houston, as Borrower, and the banks named therein	CenterPoint Energy's Form 8-K dated September 9, 2011	1-31447	4.2
4(k)	—	\$950,000,000 Credit Agreement dated as of September 9, 2011, among CERC Corp., as Borrower, and the banks named therein	CenterPoint Energy's Form 8-K dated September 9, 2011	1-31447	4.3

Pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, CenterPoint Energy has not filed as exhibits to this Form 10-K certain long-term debt instruments, including indentures, under which the total amount of securities authorized does not exceed 10% of the total assets of CenterPoint Energy and its subsidiaries on a consolidated basis. CenterPoint Energy hereby agrees to furnish a copy of any such instrument to the SEC upon request.

Exhibit Number	Description	Report or Registration Statement	SEC File or Registration Number	Exhibit Reference	
*10(a)	—	CenterPoint Energy Executive Benefits Plan, as amended and restated effective June 18, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.4
*10(b)(1)	—	Executive Incentive Compensation Plan of Houston Industries Incorporated (HI) effective as of January 1, 1982	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(b)
*10(b)(2)	—	First Amendment to Exhibit 10(b)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(a)
*10(b)(3)	—	Second Amendment to Exhibit 10(b)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(b)
*10(b)(4)	—	Third Amendment to Exhibit 10(b)(1) effective as of September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(b)(4)
*10(b)(5)	—	Fourth Amendment to Exhibit 10(b)(1) effective as of August 6, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(b)(5)
*10(c)(1)	—	Executive Incentive Compensation Plan of HI as amended and restated on January 1, 1991	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(b)
*10(c)(2)	—	First Amendment to Exhibit 10(c)(1) effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(f)(2)
*10(c)(3)	—	Second Amendment to Exhibit 10(c)(1) effective as of March 30, 1992	HI's Form 10-Q for the quarter ended March 31, 1992	1-7629	10(d)
*10(c)(4)	—	Third Amendment to Exhibit 10(c)(1) effective as of November 4, 1992	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(f)(4)
*10(c)(5)	—	Fourth Amendment to Exhibit 10(c)(1) effective as of January 1, 1993	HI's Form 10-K for the year ended December 31, 1992	1-7629	10(f)(5)
*10(c)(6)	—	Fifth Amendment to Exhibit 10(c)(1) effective in part, January 1, 1995, and in part, September 7, 1994	HI's Form 10-K for the year ended December 31, 1994	1-7629	10(f)(6)
*10(c)(7)	—	Sixth Amendment to Exhibit 10(c)(1) effective as of August 1, 1995	HI's Form 10-Q for the quarter ended June 30, 1995	1-7629	10(a)
*10(c)(8)	—	Seventh Amendment to Exhibit 10(c)(1) effective as of January 1, 1996	HI's Form 10-Q for the quarter ended June 30, 1996	1-7629	10(a)
*10(c)(9)	—			1-7629	10(a)

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	Eighth Amendment to Exhibit 10(c)(1) effective as of January 1, 1997	HI's Form 10-Q for the quarter ended June 30, 1997		
*10(c)(10)	— Ninth Amendment to Exhibit 10(c)(1) effective in part, January 1, 1997, and in part, January 1, 1998	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(f)(10)
*10(d)	— Benefit Restoration Plan of HI effective as of June 1, 1985	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(c)
*10(e)	— Benefit Restoration Plan of HI as amended and restated effective as of January 1, 1988	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(g)(2)

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*10(f)	— CenterPoint Energy, Inc. 1991 Benefit Restoration Plan, as amended and restated effective as of February 25, 2011	CenterPoint Energy's Form 10-Q for the quarter ended March 31, 2011	1-31447	10.3
*10(g)(1)	— CenterPoint Energy Benefit Restoration Plan, effective as of January 1, 2008	CenterPoint Energy's Form 8-K dated December 22, 2008	1-31447	10.1
*10(g)(2)	— First Amendment to Exhibit 10(g)(1), effective as of February 25, 2011	CenterPoint Energy's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011	1-31447	10.4
*10(h)(1)	— HI 1995 Section 415 Benefit Restoration Plan effective August 1, 1995	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(h)(1)
*10(h)(2)	— First Amendment to Exhibit 10(h)(1) effective as of August 1, 1995	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(h)(2)
*10(i)	— CenterPoint Energy 1985 Deferred Compensation Plan, as amended and restated effective January 1, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.1
*10(j)(1)	— Reliant Energy 1994 Long-Term Incentive Compensation Plan, as amended and restated effective January 1, 2001	Reliant Energy's Form 10-Q for the quarter ended June 30, 2002	1-3187	10.6
*10(j)(2)	— First Amendment to Exhibit 10(j)(1), effective December 1, 2003	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	10(p)(7)
*10(j)(3)	— Form of Non-Qualified Stock Option Award Notice under Exhibit 10(i)(1)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.6
*10(k)(1)	— Savings Restoration Plan of HI effective as of January 1, 1991	HI's Form 10-K for the year ended December 31, 1990	1-7629	10(f)
*10(k)(2)	— First Amendment to Exhibit 10(k)(1) effective as of January 1, 1992	HI's Form 10-K for the year ended December 31, 1991	1-7629	10(l)(2)
*10(k)(3)	— Second Amendment to Exhibit 10(k)(1) effective in part, August 6, 1997, and in part, October 1, 1997	HI's Form 10-K for the year ended December 31, 1997	1-3187	10(q)(3)
*10(l)(1)	— Amended and Restated CenterPoint Energy, Inc. 1991 Savings Restoration Plan, effective as of January 1, 2008	CenterPoint Energy's Form 8-K dated December 22, 2008	1-31447	10.4
*10(l)(2)	— First Amendment to Exhibit 10(l)(1), effective as of February 25, 2011	CenterPoint Energy's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011	1-31447	10.5
*10(m)(1)	— CenterPoint Energy Savings Restoration Plan, effective as of January 1, 2008	CenterPoint Energy's Form 8-K dated December 22, 2008	1-31447	10.3
*10(m)(2)	— First Amendment to Exhibit 10(m)(1), effective as of February 25, 2011	CenterPoint Energy's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011	1-31447	10.6
*10(n)(1)	— CenterPoint Energy Outside Director Benefits Plan, as amended and restated effective June 18, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.6
*10(n)(2)	— First Amendment to Exhibit 10(n)(1) effective as of January 1, 2004	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2004	1-31447	10.6

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*10(n)(3)	— CenterPoint Energy Outside Director Benefits Plan, as amended and restated effective December 31, 2008	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(n)(3)
*10(o)	— CenterPoint Energy Executive Life Insurance Plan, as amended and restated effective June 18, 2003	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2003	1-31447	10.5
*10(p)	— Employment and Supplemental Benefits Agreement between HL&P and Hugh Rice Kelly	HI's Form 10-Q for the quarter ended March 31, 1987	1-7629	10(f)

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10(q)(1)	— Stockholder's Agreement dated as of July 6, 1995 between Houston Industries Incorporated and Time Warner Inc.	Schedule 13-D dated July 6, 1995	5-19351	2
10(q)(2)	— Amendment to Exhibit 10(q)(1) dated November 18, 1996	HI's Form 10-K for the year ended December 31, 1996	1-7629	10(x)(4)
*10(r)(1)	— Houston Industries Incorporated Executive Deferred Compensation Trust effective as of December 19, 1995	HI's Form 10-K for the year ended December 31, 1995	1-7629	10(7)
*10(r)(2)	— First Amendment to Exhibit 10(r)(1) effective as of August 6, 1997	HI's Form 10-Q for the quarter ended June 30, 1998	1-3187	10
†10(s)	— Summary of Certain Compensation Arrangements of Milton Carroll, Non-Executive Chairman of the Board of Directors of CenterPoint Energy Reliant Energy, Incorporated and Subsidiaries Common Stock Participation			
*10(t)	— Plan for Designated New Employees and Non-Officer Employees, as amended and restated effective January 1, 2001	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(y)(2)
*10(u)(1)	— Long-Term Incentive Plan of CenterPoint Energy, Inc. (amended and restated effective as of May 1, 2004)	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2004	1-31447	10.5
*10(u)(2)	— First Amendment to Exhibit (u)(1), effective January 1, 2007	CenterPoint Energy's Form 10-Q for the quarter ended March 31, 2007	1-31447	10.5
*10(u)(3)	— Form of Non-Qualified Stock Option Award Agreement under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.1
*10(u)(4)	— Form of Restricted Stock Award Agreement under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.2
*10(u)(5)	— Form of Performance Share Award under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated January 25, 2005	1-31447	10.3
*10(u)(6)	— Form of Performance Share Award Agreement for 20XX-20XX Performance Cycle under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated February 22, 2006	1-31447	10.2
*10(u)(7)	— Form of Restricted Stock Award Agreement (With Performance Vesting Requirement) under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated February 21, 2005	1-31447	10.2
*10(u)(8)	— Form of Stock Award Agreement (With Performance Goal) under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated February 22, 2006	1-31447	10.3
*10(u)(9)	— Form of Performance Share Award Agreement for 20XX — 20XX Performance Cycle under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated February 21, 2007	1-31447	10.1
*10(u)(10)	— Form of Stock Award Agreement (With Performance Goal) under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated February 21, 2007	1-31447	10.2
*10(u)(11)	— Form of Stock Award Agreement (Without Performance Goal) under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated February 21, 2007	1-31447	10.3
*10(u)(12)	— Form of Performance Share Award Agreement for 20XX — 20XX Performance Cycle under Exhibit 10(u)(1)	CenterPoint Energy's Form 8-K dated February 20, 2008	1-31447	10.1

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*10(u)(13)	— Form of Stock Award Agreement (With Performance Goal) under Exhibit 10(u)(1) Master Separation Agreement entered into as of December 31, 2000 between Reliant Energy, Incorporated and Reliant Resources, Inc.	CenterPoint Energy's Form 8-K dated February 20, 2008	1-31447	10.2
10(v)(1)	—	Reliant Energy's Form 10-Q for the quarter ended March 31, 2001	1-3187	10.1
10(v)(2)	— First Amendment to Exhibit 10(v)(1) effective as of February 1, 2003	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(bb)(5)

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10(v)(3)	— Employee Matters Agreement, entered into as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Reliant Energy's Form 10-Q for the quarter ended March 31, 2001	1-3187	10.5
10(v)(4)	— Retail Agreement, entered into as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Reliant Energy's Form 10-Q for the quarter ended March 31, 2001	1-3187	10.6
10(v)(5)	— Tax Allocation Agreement, entered into as of December 31, 2000, between Reliant Energy, Incorporated and Reliant Resources, Inc.	Reliant Energy's Form 10-Q for the quarter ended March 31, 2001	1-3187	10.8
10(w)(1)	— Separation Agreement entered into as of August 31, 2002 between CenterPoint Energy and Texas Genco	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(cc)(1)
10(w)(2)	— Transition Services Agreement, dated as of August 31, 2002, between CenterPoint Energy and Texas Genco	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(cc)(2)
10(w)(3)	— Tax Allocation Agreement, dated as of August 31, 2002, between CenterPoint Energy and Texas Genco	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(cc)(3)
*10(x)	— Retention Agreement effective October 15, 2001 between Reliant Energy and David G. Tees	Reliant Energy's Form 10-K for the year ended December 31, 2001	1-3187	10(jj)
*10(y)	— Retention Agreement effective October 15, 2001 between Reliant Energy and Michael A. Reed	Reliant Energy's Form 10-K for the year ended December 31, 2001	1-3187	10(kk)
*10(z)	— Non-Qualified Unfunded Executive Supplemental Income Retirement Plan of Arkla, Inc. effective as of August 1, 1983	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(gg)
*10(aa)(1)	— Deferred Compensation Plan for Directors of Arkla, Inc. effective as of November 10, 1988	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(hh)(1)
*10(aa)(2)	— First Amendment to Exhibit 10(aa)(1) effective as of August 6, 1997	CenterPoint Energy's Form 10-K for the year ended December 31, 2002	1-31447	10(hh)(2)
*10(bb)(1)	— CenterPoint Energy, Inc. Deferred Compensation Plan, as amended and restated effective January 1, 2003	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2003	1-31447	10.2
*10(bb)(2)	— First Amendment to Exhibit 10(bb)(1) effective as of January 1, 2008	CenterPoint Energy's Form 8-K dated February 20, 2008	1-31447	10.4
*10(bb)(3)	— CenterPoint Energy 2005 Deferred Compensation Plan, effective January 1, 2008	CenterPoint Energy's Form 8-K dated February 20, 2008	1-31447	10.3
*10(bb)(4)	— Amended and Restated CenterPoint Energy 2005 Deferred Compensation Plan, effective January 1, 2009	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2008	1-31447	10.1
*10(cc)(1)	— CenterPoint Energy Short Term Incentive Plan, as amended and restated effective	CenterPoint Energy's Form 10-Q for the quarter ended	1-31447	10.3

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	January 1, 2003	September 30, 2003		
*10(cc)(2) —	Second Amendment to Exhibit 10(cc)(1)	CenterPoint Energy's Form 8-K dated December 10, 2009	1-31447	10.1
*10(dd)(1) —	CenterPoint Energy Stock Plan for Outside Directors, as amended and restated effective May 7, 2003	CenterPoint Energy's Form 10-K for the year ended December 31, 2003	1-31447	10(II)
*10(dd)(2) —	First Amendment to Exhibit 10(dd)(1)	CenterPoint Energy's Form 10-Q for the quarter ended March 31, 2010	1-31447	10.2
*10(dd)(3) —	Second Amendment to Exhibit 10(dd)(1)	CenterPoint Energy's Registration Statement on Form S-8	333-173660	4.6



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10(ee)	— City of Houston Franchise Ordinance	CenterPoint Energy's Form 10-Q for the quarter ended June 30, 2005	1-31447	10.1
10(ff)	— Letter Agreement dated March 16, 2006 between CenterPoint Energy and John T. Cater	CenterPoint Energy's Form 10-Q for the quarter ended March 30, 2006	1-31447	10
10(gg)(1)	— Amended and Restated HL&P Executive Incentive Compensation Plan effective as of January 1, 1985	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2008	1-31447	10.2
10(gg)(2)	— First Amendment to Exhibit 10(gg)(1) effective as of January 1, 2008	CenterPoint Energy's Form 10-Q for the quarter ended September 30, 2008	1-31447	10.3
*10(hh)(1)	— Executive Benefits Agreement by and between HL&P and Thomas R. Standish effective August 20, 1993	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(hh)(1)
*10(hh)(2)	— First Amendment to Exhibit 10(hh)(1) effective as of December 31, 2008	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(hh)(2)
*10(ii)(1)	— Executive Benefits Agreement by and between HL&P and David M. McClanahan effective August 24, 1993	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(ii)(1)
*10(ii)(2)	— First Amendment to Exhibit 10(ii)(1) effective as of December 31, 2008	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(ii)(2)
*10(jj)(1)	— Executive Benefits Agreement by and between HL&P and Joseph B. McGoldrick effective August 30, 1993	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(jj)(1)
*10(jj)(2)	— First Amendment to Exhibit 10(jj)(1) effective as of December 31, 2008	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(jj)(2)
*10(kk)(1)	— CenterPoint Energy, Inc. 2009 Long Term Incentive Plan	CenterPoint Energy's Schedule 14A dated March 13, 2009	1-31447	A
*10(kk)(2)	— Form of Qualified Performance Award Agreement for 20XX — 20XX Performance Cycle under Exhibit 10(kk)(1)	CenterPoint Energy's Form 8-K dated February 28, 2012	1-31447	10.1
*10(kk)(3)	— Form of Restricted Stock Unit Award Agreement (With Performance Goal) under Exhibit 10(kk)(1)	CenterPoint Energy's Form 8-K dated February 28, 2012	1-31447	10.2
*10(kk)(4)	— Form of Restricted Stock Unit Award Agreement (Service-Based Vesting) under Exhibit 10(kk)(1)	CenterPoint Energy's Form 8-K dated February 28, 2012	1-31447	10.3
†10(ll)	— Summary of non-employee director compensation			
†10(mm)	— Summary of named executive officer compensation			
10(nn)	— Form of Executive Officer Change in Control Agreement	CenterPoint Energy's Form 10-K for the year ended December 31, 2008	1-31447	10(nn)
10(oo)	—		1-31447	10(oo)

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Form of Corporate Officer Change in  
Control Agreement

CenterPoint Energy's Form 10-K  
for the year ended December 31,  
2008

- †12 — Computation of Ratio of Earnings to Fixed  
Charges
- †21 — Subsidiaries of CenterPoint Energy
- †23 — Consent of Deloitte & Touche LLP
- †31.1 — Rule 13a-14(a)/15d-14(a) Certification of  
David M. McClanahan
- †31.2 — Rule 13a-14(a)/15d-14(a) Certification of  
Gary L. Whitlock

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- †32.1 — Section 1350 Certification of David M. McClanahan
- †32.2 — Section 1350 Certification of Gary L. Whitlock
- †101.INS — XBRL Instance Document
- †101.SCH — XBRL Taxonomy Extension Schema Document
- †101.CAL — XBRL Taxonomy Extension Calculation Linkbase Document
- †101.DEF — XBRL Taxonomy Extension Definition Linkbase Document
- †101.LAB — XBRL Taxonomy Extension Labels Linkbase Document
- †101.PRE — XBRL Taxonomy Extension Presentation Linkbase Document