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CENTERPOINT ENERGY INC  
Form U5S  
May 01, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Form U-5S

ANNUAL REPORT

For the year ended December 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935

by

CenterPoint Energy, Inc.  
1111 Louisiana  
Houston, Texas 70002

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

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002

See Exhibit F-1 attached hereto for the information required by this Item for CenterPoint Energy, Inc. ("CenterPoint") and its subsidiaries.

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

None.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

All transactions have been reported in certificates filed pursuant to Rule 24.

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

None, other than short-term debt.

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES

Investor -----	Investee -----	Description of Security -----	Number of Shares -----	% of Voting Power -----	of -----
Reliant Energy Investment Management	AOL-Time Warner	Common	21,640,246	0.5%	m ent
CenterPoint Energy	Pantellos Corporation	Common	191,950	1.9%	sup

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Houston Electric, LLC

service

### ITEM 6. OFFICERS AND DIRECTORS - PART I.

The positions of officers and directors of system companies as of December 31, 2002 were as follows (see below for position and address key codes):

DIRECTORS AND OFFICERS	CENTERPOINT ENERGY, INC.	UTILITY HOLDING, LLC	CNP FUNDING COMPANY	CNP HOUSTON ELECTRIC, LLC
Milton Carroll (1)	D, COB			
John T. Cater (1)	D			
O. Holcombe Crosswell (1)	D			
Robert J. Cruikshank (1)	D			
T. Milton Honea (1)	D			
Thomas F. Madison (1)	D			
David M. McClanahan (1)	D, P, CEO		D, C, P	M, C
Michael E. Shannon (1)	D			
Scott E. Rozzell (1)	EVP, GC, S		VP, S	EVP, GC, S

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Stephen C. Schaeffer (1)	EVP, GP			
Gary L. Whitlock (1)	EVP, CFO		VP	EVP, CFO
James S. Brian (1)	SVP, CAO			SVP, CAO
Johnny L. Blau (1)	SVP			
Preston Johnson, Jr. (1)	SVP			
Ianne H. McCrea (1)	SVP, CIO			
Thomas R. Standish (1)				P
David G. Tees (1)	SVP			
Bernard J. Angelo (10)				
Patricia F. Genzel (2)		M, P, S		
Andrew L. Stidd (10)				
Jeff W. Bonham (1)	VP			
Rick L. Campbell (1)	VP			
Walter L. Fitzgerald (1)	VP, CO			
Patricia F. Graham (1)	VP			
John C. Houston (1)				VP
Marc Kilbride (1)	VP, T		VP, T	VP, T
Floyd J. LeBlanc (1)	VP			
Joseph A. Lopez (1)				VP
Andi J. McCormac (1)				VP
Joseph B. McGoldrick (1)	VP			
Doyle W. McQuillon (1)				VP, GM
Sharon Michael-Owens (1)				VP
H. Wayne Roesler (1)	VP			
Steven H. Schuler (1)	VP			
Rufus S. Scott (1)	VP, DGC, AS		VP, AS	VP, DGC, AS
Jim F. Schaefer (1)				VP, GM
Allan E. Schoeneberg (1)	VP			

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Charles A. Smith (1)	VP, AS		
C. Dean Woods (1)	VP		
Richard B. Dauphin (1)	AS	AS	AS
Gretchen H. Denum (1)	AS		
Linda Geiger (1)	AT	AT	AT

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DIRECTORS AND OFFICERS	HI FINANCECO GP, LLC	RE FINANCECO II GP, LLC	RE FINANCECO III GP, LLC	RE FI G
David M. McClanahan (1)	P	P	P	P
Scott E. Rozzell (1)	EVP, S	EVP, S	VP, S	V
Gary L. Whitlock (1)	EVP, CFO	EVP, CFO		V
James S. Brian (1)	SVP, CAO	SVP, CAO		V
Marc Kilbride (1)	M, VP, T	M, VP, T	M, VP, T	M
Rufus S. Scott (1)	VP, AS	VP, AS	VP, AS	V
Richard B. Dauphin (1)	AS	AS	AS	A
Linda Geiger (1)	AT	AT	AT	A

DIRECTORS AND OFFICERS	CNP ENERGY, INC. (DE)	CNP INVESTMENT MANAGEMENT, INC.	CNP MANAGEMENT SERVICES, INC.	CNP DISTRICT COOLING, LLC
David M. McClanahan (1)	D		D, C	D, C
Scott E. Rozzell (1)			VP, S	VP, S
Gary L. Whitlock (1)			VP	VP
David G. Barker (1)			P	D, P
Patricia F. Genzel (2)		D, P, S		
Mike W. Watters (1)		D		
Raymond C. Ehmer (1)			VP	VP
Marc Kilbride (1)			VP, T	VP, T
Kamini D. Patel (2)		VP, AS		
Richard B. Dauphin (1)			AS	AS
Linda Geiger (1)			AT	AT

DIRECTORS AND OFFICERS	CNP POWER SYSTEMS, INC.	CNP PRODUCTS, INC.	CNP PROPERTIES, INC.	CNP TEGCO, I
David M. McClanahan (1)	C	D, P	D, C, P	D, P
Scott E. Rozzell (1)	VP, S	VP, S	VP, S	VP, S
Stephen C. Schaeffer (1)			D, VP	
Gary L. Whitlock (1)		VP		
James S. Brian (1)				
Marc Kilbride (1)	VP, T	VP, T	D, VP, T	VP, T
Allan E. Schoeneberg (1)			VP	

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Rufus S. Scott (1)		VP, AS	VP, AS	VP, AS
Richard Snyder (1)	P, COO			
Richard B. Dauphin (1)	AS	AS	AS	AS
Linda Geiger (1)	AT	AT	AT	AT

DIRECTORS AND OFFICERS	HL&P RECEIVABLES, INC.	NORAM ENERGY CORP.	RE WATER, INC.
David M. McClanahan (1)	P	P	P
Scott E. Rozzell (1)	VP, S	VP, S	VP, S
James S. Brian (1)	D, VP		D, VP
Marc Kilbride (1)	VP, T	VP, T	VP, T
Rufus S. Scott (1)	VP, S		VP, AS
Richard B. Dauphin (1)	AS	AS	AS
Linda Geiger (1)	AT	AT	AT

DIRECTORS AND OFFICERS	TEXAS GENCO HOLDINGS, INC.	TEXAS GENCO GP, LLC	TEXAS GENCO LP, LLC	UTIL SERVI
J. Evans Attwell (1)	D			
Donald R. Campbell (1)	D			
Robert J. Cruikshank (1)	D			
Patricia A. Hemingway Hall (1)	D			
David M. McClanahan (1)	D, COB			C
Scott E. Rozzell (1)	D, EVP, GC, S	EVP, GC, S		V
David G. Tees (1)	D, P, CEO	M, P		
Gary L. Whitlock (1)	D, EVP, CFO	EVP, CFO		
James S. Brian (1)	SVP, CAO	SVP, CAO		D
Patricia F. Genzel (2)			M, P, S	
Walter L. Fitzgerald (1)	VP, C			
Marc Kilbride (1)	VP, T	VP, T		V
Joseph B. McGoldrick (1)	VP			
Michael A. Reed (1)	VP	VP		
Rufus S. Scott (1)	VP, DGC, AS	VP, DGC, AS		V
Jerome D. Svatek (1)	VP			
Richard B. Dauphin (1)	AS	AS		A
Linda Geiger (1)	AT	AT		A

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DIRECTORS AND OFFICERS	CNP RESOURCES, CORP.	ALG GAS SUPPLY COMPANY	ALLIED MATERIALS CORPORATION	ARKANSAS LOUISIANA FINANCE CORPORATION
David M. McClanahan (1)	D, C, P, CEO		D, C, CEO	
Scott E. Rozzell (1)	EVP, GC, S	VP, S	VP, S	VP, S
Stephen C. Schaeffer (1)	EVP, GP			

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Gary L. Whitlock (1)	EVP, CFO			D, VP
James S. Brian (1)	SVP, CAO	D, VP		D, VP
Preston Johnson, Jr. (1)	SVP			
Kathleen Gardner Alexander (5)	AS	D, VP, GC		VP, AS
Constantine S. Liollo (1)		D, P		D, P
Jerry W. Plant (4)			D, P	
Wayne D. Stinnett, Jr. (1)			D, VP	
Walter L. Fitzgerald (1)	VP, CO			
Marc Kilbride (1)	VP, T	VP, T	VP, T	VP, T
Rufus S. Scott (1)	VP, DGC, AS	VP, AS		VP, AS
Brenda A. Bjorklund (8)	AS			
Richard B. Dauphin (1)	AS	AS	AS	AS
Daniel O. Hagen (8)	AS			
George C. Hepburn, III (1)	AS		VP, AS	
Linda Geiger (1)	AT	AT	AT	AT
Michelle Willis (3)	AS			

	BLUE JAY GAS COMPANY	CNP ALTERNATIVE FUELS, INC.	CNP CONSUMER GROUP, INC.	CNP FIELD SERVICES, INC.	CNP FI SERVI HOLDI IN
DIRECTORS AND OFFICERS					
David M. McClanahan (1)		D, P	D, C		
Scott E. Rozzell (1)	VP, S	VP, S	VP, S	VP, S	VP,
Edwin J. Spiegel (7)					
Kevin J. Blase (7)					
Gary M. Cerny (8)			P		

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Walter L. Ferguson (1)	D, VP				
Hugh G. Maddox (3)				D, SVP, COO	
Benjamin J. Reese (1)					
Wayne D. Stinnett, Jr. (1)		D, VP			
Cyril J. Zebot (1)	D, VP				D, V
Marc Kilbride (1)	VP, T	VP, T	VP, T	VP, T	VP,
Andrea L. Newman (8)			VP		
Rufus S. Scott (1)	VP, AS	VP, AS	VP, AS	VP, AS	VP,
Brenda A. Bjorklund (8)			AS		
Richard B. Dauphin (1)	AS	AS	AS	AS	AS
George C. Hepburn, III (1)					
Linda Geiger (1)	AT	AT	AT	AT	AT
Michelle Willis (3)				AS	

	CNP GAS RECEIVABLES, LLC	CNP GAS RESOURCES, CORP.	CNP GAS TRANSMISSION COMPANY	CNP HUB SERVICES, INC.
DIRECTORS AND OFFICERS				
David M. McClanahan (1)		D, CH	D, P	

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Scott E. Rozzell (1)	EVP, GC, S	VP, S	VP, S	VP, S
Gary L. Whitlock (1)	M, P			
James S. Brian (1)	SVP, CAO			
Frank B. Bilotta (9)	IM			
Walter L. Ferguson (1)			D, VP	
Constantine S. Liollo (1)		VP		
Benjamin J. Reese (1)		VP		
Wayne D. Stinnett, Jr. (1)		D, P		
Cyril J. Zebot (1)			VP	D, VP
Walter L. Fitzgerald (1)	VP, CO			
Robert C. Hausler (1)			VP	
Marc Kilbride (1)	M, VP, T	VP, T	VP, T	VP, T
Rufus S. Scott (1)	VP, DGC, AS		VP, AS	VP, AS
Robert A. Trost (7)				
Richard B. Dauphin (1)	AS	AS	AS	AS

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George C. Hepburn, III (1)		VP, AS		
Linda Geiger (1)	AT	AT	AT	AT
Michelle Willis (3)			AS	

DIRECTORS AND OFFICERS	CNP INTRASTATE HOLDINGS, LLC	PINE PIPELINE ACQUISITION COMPANY	CNP MARKETING, INC.	CNP RETAIL INTERESTS, INC.
David M. McClanahan (1)				
Scott E. Rozzell (1)	VP, S		VP, S	VP, S
Walter L. Ferguson (1)				
Benjamin J. Reese (1)			VP	
Wayne D. Stinnett, Jr. (1)			D, P	D, P
Cyril J. Zebot (1)	M, VP	M, VP		
Marc Kilbride (1)	VP, T		VP, T	VP, T
Rufus S. Scott (1)	VP, AS		VP, AS	VP, AS
Robert A. Trost (7)				
Richard B. Dauphin (1)	AS		AS	AS
Linda Geiger (1)	AT		AT	AT
Michelle Willis (3)				
Sylvia Z. Zuroweste (7)				

DIRECTORS AND OFFICERS	CNP MRT SERVICES COMPANY	CNP PIPELINE SERVICES, INC.	CNP OQ, LLC	CNP T TRANS GRO
David M. McClanahan (1)				
Scott E. Rozzell (1)	VP, S	VP, S	VP, S	
Walter L. Ferguson (1)		D, VP	D, VP	
Cyril J. Zebot (1)			VP	
Marc Kilbride (1)	VP, T	VP, T	VP, T	
Rufus S. Scott (1)	VP, AS	VP, AS	VP, AS	

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Robert A. Trost (7)	D, VP, GM		
Richard B. Dauphin (1)	AS	AS	AS
Linda Geiger (1)	AT	AT	AT

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Michelle Willis (3)		AS	
Sylvia Z. Zuroweste (7)	AS		

DIRECTORS AND OFFICERS	ENTEX GAS MARKETING COMPANY	ENTEX NGV, INC.	ENTEX OIL & GAS COMPANY	INDUSTRIAL GAS SUPPLY CORPORATION
David M. McClanahan (1)	D, C, P	D, P	C, P	D
Scott E. Rozzell (1)	VP, S	VP, S	VP, S	VP, S
Benjamin J. Reese (1)	VP		VP	VP
Wayne D. Stinnett, Jr. (1)	D, SVP	D, VP	D, SVP	D, C, P
Marc Kilbride (1)	VP, T	VP, T	VP, T	VP, T
Rufus S. Scott (1)	VP, AS	VP, AS		VP, AS
Richard B. Dauphin (1)	AS	AS	AS	AS
George C. Hepburn, III (1)			VP, AS	
Linda Geiger (1)	AT	AT	AT	AT

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DIRECTORS AND OFFICERS	MINNESOTA INTRASTATE PIPELINE COMPANY	NATIONAL FURNACE COMPANY	NORAM UTILITY SERVICES, INC.	RE FUNDS MANAGEMENT, INC.
David M. McClanahan (1)	D, C		D, P	
Scott E. Rozzell (1)	VP, S	VP, S	VP, S	EVP, S
Benjamin J. Reese (1)				
Wayne D. Stinnett, Jr. (1)				
James S. Brian (1)		D		
Kathleen Gardner Alexander (5)		D, VP, AS		
Gary M. Cerny (8)	D, P			
Kenneth Clowes				D, P
Phillip R. Hammond (8)	D, VP			
Constantine S. Liollo (1)		D, P		
Marc Kilbride (1)	VP, T	VP, T	VP, T	VP, T
Rufus S. Scott (1)	VP, AS	VP, AS	VP, AS	VP, AS
Brenda A. Bjorklund (8)	AS			
Richard B. Dauphin (1)	AS	AS	AS	AS
George C. Hepburn, III (1)				
Linda Geiger (1)	AT	AT	AT	AT

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DIRECTORS AND OFFICERS	CNP INTERNATIONAL, INC.	CNP INTERNATIONAL HOLDINGS, LLC	RE EL SALVADOR, S.A. DE C.V.	RE EL INTERNATIONAL INC.
David M. McClanahan (1)	D, C, P			
Joseph B. McGoldrick (1)	VP	M, VP		D, VP
Scott E. Rozzell (1)	EVP, S	VP, S		VP, S
Gary L. Whitlock (1)	D, EVP	P		P
Marc Kilbride (1)	VP, T	VP, T	D	VP, T
Steven H. Schuler (1)	VP	VP		VP
Rufus S. Scott (1)	VP, AS	VP, AS		VP, AS
Richard B. Dauphin (1)	AS	AS		AS
Linda Geiger (1)	AT	AT		AT

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DIRECTORS AND OFFICERS	HIE FULTON, INC.	RE INDIA, INC.	RE RAIN, INC.	RAIN CALCINING LIMITED	CNP INTERNATIONAL SERVICES, INC.	CNP LIGHT, INC.
Joseph B. McGoldrick (1)	D, VP	D, VP	D, VP		D, VP	D, VP
Scott E. Rozzell (1)	VP, S				VP, S	VP, S
Gary L. Whitlock (1)	P				P	P
Marc Kilbride (1)	VP, T	VP, T	VP, T		VP, T	VP, T
Steven H. Schuler (1)	VP	D, VP	D, VP	D	VP	D, VP
Rufus S. Scott (1)	VP, AS				VP, AS	
Douglas H. Darrow (1)		D	D	D		
Richard B. Dauphin (1)	AS	AS	AS		AS	AS
Linda Geiger (1)	AT	AT	AT		AT	AT

DIRECTORS AND OFFICERS	RE BRASIL, LTDA.	RE BRAZIL LTD.	HIE BRASIL RIO SUL LTDA.	RE INTERNATIONAL BRASIL LTDA.	RE BRAZIL TIETE LTD	RE COLOMBIA LTDA.	RE OUTSOU LTD
Steven H. Schuler (1)	DM	D	DM	DM	D	D	D

A. POSITIONS CODES

ADT	Administrative Trustee
AS	Assistant Secretary
AT	Assistant Treasurer
C	Chairman
CAO	Chief Accounting Officer
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIO	Chief Information Officer
CO	Controller
COB	Chairman of the Board
COO	Chief Operating Officer
D	Director



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DGC	Deputy General Counsel
DM	Delegate Member
DTR	Delaware Trustee

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EVP	Executive Vice President
GC	General Counsel
GM	General Manager
GP	Group President
IM	Independent Manager
M	Manager
P	President
S	Secretary
SVP	Senior Vice President
T	Treasurer
TR	Trustee
VP	Vice President

### B. ADDRESS CODES

1. 1111 Louisiana, Houston, Texas 77002; 2. 200 West Ninth Street Plaza, Suite 411, Wilmington, Delaware 19801; 3. 525 Milam Street, Shreveport, Louisiana 71101; 4. 2301 N. W. 39th Expressway, Suite 200, Oklahoma City, OK 73112; 5. 401 West Capitol Avenue, Suite 102, Little Rock, AR 72201; 6. 700 W. Linden Avenue, Minneapolis, Minnesota 55403; 7. 9900 Clayton Road, St. Louis, Missouri 63124; 8. 800 LaSalle, Minneapolis, Minnesota 55402; 9. 114 West 47th Street, Suite 1715, New York, New York 10036; 10. 400 West Main Street, Suite 338, Babylon, New York 11702; 11. Avenida Paulista, 1499, 12 andar, sala P, Sao Paulo, Brasil 01311-928; 12. Koningslaan 34, 1075 AD, Amsterdam, The Netherlands; 13. 6-3-57 1/2, 2nd Floor, "Rockvista" Rockdale Estate, Somajiguda, Hyderabad - 500 082, India; 14. 3a Calle Poniente, Numero 3689, Col. Escalon, San Salvador, El Salvador; 15. P.O. Box 309, George Town, Grand Cayman, Cayman Islands, BWI; 16. Av. Dr. Chucri Zaidan No. 920 - 8th Floor, 04583-904, Sao Paulo, SP, Brasil; 17. 3rd Floor, Cerne House, La Chaussee, Port Louis, Republic of Mauritius; 18. Rua Libero Badaro, 293, 20th Floor, cj. A., Suite 3, Sao Paulo - SP - Brasil; 19. Schouwburgplein 30-34, 3012 Rotterdam, The Netherlands

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### ITEM 6. OFFICERS AND DIRECTORS - PART II. FINANCIAL CONNECTIONS AS OF DECEMBER 31, 2001

CenterPoint and its subsidiaries have no officers or directors with a financial connection within the provisions of Section 17(c) of the Act.

### ITEM 6. OFFICERS AND DIRECTORS - PART III.

(a) Compensation of Directors and Executive Officers and (e) Participation in Bonus and Profit-Sharing Arrangements and Other Benefits

For information concerning compensation of directors and executive officers and participation in bonus and profit-sharing arrangements and other benefits, refer to the disclosures made in CenterPoint's 2003 Proxy Statement, pages 4 through 20, which is incorporated herein by reference to CenterPoint's 2003 Proxy Statement, File No. 001-31447 ("CenterPoint's 2003 Proxy Statement").

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(b) Directors' and Executive Officers' Interests in Securities of System Companies

For information concerning directors' and executive officers' interests in securities of system companies, refer to the disclosures made in CenterPoint's 2003 Proxy Statement, pages 6 through 7.

(c) Directors' and Executive Officers' Contracts and Transactions with System Companies

None.

(d) Directors' and Executive Officers' Indebtedness to System Companies

CenterPoint extended a loan to Mr. Rozzell in the amount of \$250,000 in connection with his initial employment. The loan bears interest at a rate of 8% and principal and interest are to be forgiven in semi-monthly installments through February 28, 2006 so long as Mr. Rozzell remains employed by CenterPoint or one of its subsidiaries as of each relevant anniversary of his employment date.

In addition, CenterPoint maintains an appliance loan program through which all employees are allowed to purchase certain appliances on an interest-free basis, subject to paying a five percent up-front administrative charge. Although some officers of CenterPoint and its subsidiaries have loans under this program, no senior or executive officer has a loan under this program.

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(f) Directors' and Executive Officers' Rights to Indemnity

The state laws under which each of CenterPoint and its domestic direct and indirect subsidiaries is incorporated provide broadly for indemnification of officers and directors against claims and liabilities against them in their capacities as such. Refer to the disclosures made in the Amended and Restated Bylaws of CenterPoint, adopted March 26, 2002 (incorporated by reference to Exhibit 3.2 to CenterPoint Energy's Form 10-K for the year ended December 31, 2001).

### ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

Expenditures, disbursements or payments during the year, in money, goods or services directly or indirectly to or for the account of:

(1) Any political party, candidate for public office or holder of such office, or any committee or agent therefor.

CenterPoint and its subsidiaries have established political action committees and, except for the political action committee established for contributions of employees in Minnesota, have incurred certain costs in accordance with the provisions of the Federal Election Campaign Act, for the administration of such committees. Contributions are made by employees in Minnesota in compliance with requirements under Minnesota law.

(2) Any citizens group or public relations counsel.

Attached as Exhibit F-2 is a listing of expenditures to citizens groups and public relations counsel.

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### ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

#### Part I.

See Exhibit F-3 and Exhibit F-4 hereto.

Part II. During 2002 no system companies had a contract to purchase services or goods from any affiliate (other than a system company), or from a company in which any officer or director of the receiving company is a partner or owns 5% or more of any class of equity securities.

Part III. No system company employs any other person for the performance on a continuing basis of management, supervisory or financial advisory services.

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### ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

#### Parts I and III.

Rain Calcining Limited is the only foreign utility company in the CenterPoint system and CenterPoint's investment in such company it is in the process of being divested. There are no exempt wholesale generators in the CenterPoint system.

#### Part II.

See Exhibit F-1.

### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

#### FINANCIAL STATEMENTS

The consolidating financial statements for CenterPoint and its subsidiaries as of December 31, 2002 will be filed by amendment as Exhibit F-5.

#### EXHIBITS

#### EXHIBIT A ANNUAL REPORTS FILED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

A-1 CenterPoint's Annual Report on Form 10-K for the year ended December 31, 2002 (File No. 1-31447) incorporated by reference herein.

A-2 CenterPoint's 2003 Proxy Statement (File No. 001-31447) incorporated by reference herein.

A-3 CenterPoint's Annual Report to Shareholders for the year ended December 31, 2002 (filed in connection herewith under cover of Form SE).

#### EXHIBIT B CHARTERS, ARTICLES OF INCORPORATION, TRUST AGREEMENTS, BY-LAWS AND OTHER FUNDAMENTAL DOCUMENTS OF ORGANIZATION

The articles, bylaws and other fundamental documents of organization of CenterPoint are incorporated by reference to CenterPoint's 10-K for the year ended December 31, 2002:

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CenterPoint 10-K Exhibit No. -----	Description -----
2	Agreement and Plan of Merger, dated as of October 19, 2001 Incorporated, CenterPoint and Reliant Energy MergerCo, Inc
3(a)(1)	Amended and Restated Articles of Incorporation of CenterPo
3(a)(2)	Articles of Amendment to Amended and Restated Articles of
3(b)	Amended and Restated Bylaws of CenterPoint Energy

The organizational documents for CenterPoint's subsidiaries are incorporated by reference to CenterPoint's Joint Registration Statement on Form U5B (File No. 030-00360):

CenterPoint U5B Exhibit No. -----	Description -----
B-2	Organizational documents of Utility Holding, LLC
B-3	Organizational Documents of CenterPoint Energy Houston Ele
B-4	Organizational Documents of Texas Genco Holdings, Inc.
B-5	Organizational Documents of Texas Genco LP, LLC
B-6	Organizational Documents of Texas Genco GP, LLC
B-7	Organizational Documents of Texas Genco, LP
B-8	Organizational Documents of CenterPoint Energy Resources C
B-9	Organizational Documents of ALG Gas Supply Company
B-10	Organizational Documents of Allied Materials Corporation
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B-11	Organizational Documents of Arkansas Louisiana Finance Cor
B-12	Organizational Documents of Arkla Industries Inc.
B-13	Organizational Documents of Arkla Products Company
B-14	Organizational Documents of Blue Jay Gas Company
B-15	Organizational Documents of CenterPoint Energy Alternative
B-16	Organizational Documents of Entex Gas Marketing Company

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B-16A Organizational Documents of CenterPoint Energy Gas Receiving  
B-17 Organizational Documents of CenterPoint Energy Gas Resources  
B-18 Organizational Documents of Entex NGV, Inc.  
B-19 Organizational Documents of Entex Oil & Gas Company  
B-20 Organizational Documents of CenterPoint Energy - Illinois  
B-21 Organizational Documents of Industrial Gas Supply Corporation  
B-22 Organizational Documents of Intex, Inc.  
B-23 Organizational Documents of Louisiana Unit Gas Transmission  
B-24 Organizational Documents of Minnesota Intrastate Pipeline

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B-25 Organizational Documents of CenterPoint Energy - Mississippi  
B-26 Organizational Documents of CenterPoint Energy MRT Holdings  
B-27 Organizational Documents of CenterPoint Energy MRT Services  
B-28 Organizational Documents of CenterPoint Energy Gas Marketing  
B-29 Organizational Documents of National Furnace Company  
B-30 Organizational Documents of NorAm Financing I  
B-31 Organizational Documents of NorAm Utility Services, Inc.  
B-32 Organizational Documents of CenterPoint Energy Consumer Group  
B-33 Organizational Documents of CenterPoint Energy Field Services  
B-34 Organizational Documents of CenterPoint Energy Field Services  
B-35 Organizational Documents of CenterPoint Energy Gas Processing  
B-36 Organizational Documents of Reliant Energy Funds Management  
B-37 Organizational Documents of CenterPoint Energy Gas Transmission

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B-38 Organizational Documents of CenterPoint Energy Hub Services  
B-39 Organizational Documents of CenterPoint Energy Intrastate

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B-40 Organizational Documents of Pine Pipeline Acquisition Comp  
B-41 Organizational Documents of CenterPoint Energy Pipeline Se  
B-42 Organizational Documents of CenterPoint Energy OQ, LLC  
B-43 Organizational Documents of CenterPoint Energy Marketing,  
B-44 Organizational Documents of CenterPoint Energy Retail Inte  
B-45 Organizational Documents of CenterPoint Energy Trading and  
B-46 Organizational Documents of Unit Gas Transmission Company  
B-47 Organizational Documents of United Gas, Inc.  
B-48 Organizational Documents of HL&P Capital Trust I  
B-49 Organizational Documents of HL&P Capital Trust II  
B-50 Organizational Documents of HL&P Receivables, Inc.  
B-51 Organizational Documents of Houston Industries Energy (UK)  
B-52 Organizational Documents of Houston Industries FinanceCo G

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B-53 Organizational Documents of Houston Industries FinanceCo L  
B-54 Organizational Documents of CenterPoint Energy Funding Com  
B-55 Organizational Documents of NorAm Energy Corp.  
B-56 Organizational Documents of REI Trust I  
B-57 Organizational Documents of REI Trust II  
B-58 Organizational Documents of Reliant Energy FinanceCo II GP  
B-59 Organizational Documents of Reliant Energy FinanceCo II LP  
B-60 Organizational Documents of Reliant Energy FinanceCo III G  
B-61 Organizational Documents of Reliant Energy FinanceCo III L  
B-62 Organizational Documents of Reliant Energy FinanceCo IV GP  
B-63 Organizational Documents of Reliant Energy FinanceCo IV LP  
B-64 Organizational Documents of Reliant Energy Investment Mana  
B-65 Organizational Documents of CenterPoint Energy Power System  
B-66 Organizational Documents of CenterPoint Energy Products, I  
B-67 Organizational Documents of CenterPoint Energy Properties,

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B-68 Organizational Documents of CenterPoint Energy Tegco, Inc.  
B-69 Organizational Documents of CenterPoint Energy Management  
B-70 Organizational Documents of Reliant Energy Thermal Systems  
B-71 Organizational Documents of Northwind Houston L.P.  
B-72 Organizational Documents of CenterPoint Energy District Co  
B-73 Organizational Documents of CenterPoint Energy Transition  
B-74 Organizational Documents of Reliant Energy Water, Inc.  
B-75 Organizational Documents of Utility Rail Services, Inc.  
B-76 Organizational Documents of CenterPoint Energy Internation  
B-77 Organizational Documents of Reliant Energy Brazil Ltd.  
B-78 Organizational Documents of Reliant Energy Brazil Tiete Lt  
B-79 Organizational Documents of Reliant Energy Brazil Ventures  
B-80 Organizational Documents of Reliant Energy Holdings Ltd.  
B-81 Organizational Documents of CenterPoint Energy Internation  
B-82 Organizational Documents of HIE Ford Heights, Inc.  
B-83 Organizational Documents of HIE Fulton, Inc.

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B-84 Organizational Documents of Reliant Energy India, Inc.  
B-85 Organizational Documents of Reliant Energy Rain, Inc.  
B-86 Organizational Documents of CenterPoint Energy Internation  
B-87 Organizational Documents of Reliant Energy Salvador Holding  
B-88 Organizational Documents of CenterPoint Energy Internation  
B-89 Organizational Documents of CenterPoint Energy Light, Inc.  
B-90 Organizational Documents of Reliant Energy Cayman Holdings  
B-91 Organizational Documents of Reliant Energy Argentina S.A.

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B-92	Organizational Documents of Reliant Energy Argener S.A.
B-93	Organizational Documents of Reliant Energy Argentine Holdi
B-94	Organizational Documents of Reliant Energy Opco S.A.
B-95	Organizational Documents of Reliant Energy Cayman Investme
B-96	Organizational Documents of Reliant Energy Cayman Ltd.
B-97	Organizational Documents of Reliant Energy Cayman Acquisit
B-98	Organizational Documents of Reliant Energy Outsource Ltd.
B-99	Organizational Documents of Venus Generation El Salvador

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B-100 Organizational Documents of Reliant Energy Santiago Del Es

### EXHIBIT C INDENTURES AND CERTAIN OUTSTANDING CONTRACTS

#### EXHIBIT C - PART (a) - INDENTURES

Information with respect to the indentures and other fundamental documents defining the rights of holders of funded debt is incorporated herein by reference to CenterPoint's Annual Report on Form 10-K for the year ended December 31, 2002 and CenterPoint's Joint Registration Statement on Form U5B (File No. 030-00360).

EXHIBIT C - PART (b) - OUTSTANDING AND UNCOMPLETED CONTRACTS OR AGREEMENTS RELATING TO THE ACQUISITION OF ANY SECURITIES, UTILITY ASSETS (AS DEFINED IN SECTION 2(a)(18) OF THE ACT), OR ANY OTHER INTEREST IN ANY BUSINESS.

None.

#### EXHIBIT D TAX ALLOCATION AGREEMENT PURSUANT TO RULE 45(c)

See Exhibit D attached hereto.

#### EXHIBIT E COPIES OF OTHER DOCUMENTS PRESCRIBED BY RULE OR ORDER

Exhibit E-1 2002 Operating Reports for the State of Oklahoma Submitted by CenterPoint Energy Arkla 2002 (filed under cover of Form SE in connection herewith)

Exhibit E-2 Gas Utilities 2002 Distribution Annual Report to the Railroad Commission of Texas for CenterPoint Energy Arkla (filed under cover of Form SE in connection herewith)

Exhibit E-3 2002 Annual Report to the Louisiana Public Service Commission for CenterPoint Energy Arkla (filed under cover of Form SE in connection herewith)

Exhibit E-4 Gas Utilities 2002 Transmission Annual Report to the Railroad



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Commission of Texas for Industrial Gas Supply Company (filed under cover of Form SE in connection herewith)

Exhibit E-5 Gas Utilities 2002 Transmission Annual Report to the Railroad Commission of Texas for Unit Gas Transmission Company (filed under cover of Form SE in connection herewith)

Exhibit E-6 Annual Report to the Arkansas Public Service Commission by CenterPoint Energy Arkla (filed under cover of Form SE in connection herewith)

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Additional reports to state commissions filed by CenterPoint during the year ended December 31, 2002 are incorporated by reference to CenterPoint's Joint Registration Statement on Form U5B (File No. 030-00360):

CenterPoint U5B Exhibit No. -----	Description -----
G-2	2001 Operating Reports for the State of Oklahoma Submitted
G-3	Annual Report Pursuant to PURA Sec. 39.257 of Reliant Energy December 31, 2001 - Revision No. 2
G-4	2001 Annual Report to the Arkansas Public Service Commission
G-5	2001 Annual Report to the Louisiana Public Service Commission
G-8	Gas Utilities 2001 Distribution Annual Report to the Railroad Commission of Texas for Reliant Energy Arkla
G-9	2001 Annual Report to the Louisiana Public Service Commission
G-10	2001 Annual Reports of the Mississippi Transmission Operations for Reliant Energy - Entex
G-11	Gas Utilities 2001 Distribution Annual Report to the Railroad Commission of Texas for Reliant Energy - Entex
G-12	2001 Gas Company Jurisdictional Annual Report to the State of Minnesota for Reliant Energy Minnegasco

### EXHIBIT F SCHEDULES SUPPORTING ITEMS OF THE REPORT

F-1 Chart setting forth system companies and investments therein as of December 31, 2002.

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F-2 List of expenditures to citizens groups and public relations counsel

F-3 Information on service transactions between CenterPoint and subsidiaries (corporate services, support services and information technology services) for third quarter 2002.

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F-4 Information on service transactions between CenterPoint and subsidiaries (corporate costs, shared services and information technology services) for fourth quarter 2002.

F-5 Consolidating financial statements for CenterPoint and its subsidiaries as of December 31, 2002 (to be filed by amendment).

F-6 For consent of the independent accountants as to their opinion on CenterPoint's consolidated financial statements, see Independent Auditors' Consent of Deloitte & Touche LLP (previously filed as Exhibit 23 to CenterPoint's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated by reference herein).

EXHIBIT G ORGANIZATION CHART: EWGs AND FOREIGN UTILITY COMPANIES

See Exhibit F-1.

EXHIBIT H EWG OR FOREIGN UTILITY FINANCIAL STATEMENTS

Not applicable.

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SIGNATURE

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

CENTERPOINT ENERGY, INC

By: /s/ RUFUS S. SCOTT

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

Date May 1, 2003

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