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CENTERPOINT ENERGY INC  
Form 35-CERT  
November 27, 2002

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

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In the Matter of:

CENTERPOINT ENERGY, INC.  
1111 Louisiana  
Houston, Texas 77002

CERTIFICATE  
OF  
NOTIFICATION

(70-9895)

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
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THIS IS TO CERTIFY that, in accordance with the terms and conditions of the application-declaration, as amended, of Reliant Energy, Incorporated and CenterPoint Energy, Inc. in the above-captioned file (the "Application") and the order of the Securities and Exchange Commission with respect thereto (HCAR No. 27548 (July 5, 2002)), CenterPoint Energy, Inc. (the "Company") is reporting the following information for itself and its subsidiaries for the quarterly period ended September 30, 2002. (1) Unless defined herein, capitalized terms have the meaning given them in the Application.

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(1) CenterPoint Energy, Inc. and Utility Holding, LLC filed their Notification of Registration on Form U5A on September 3, 2002 (File No. 030-00360). As a result, this Certificate of Notification only covers transactions occurring during the period from September 3, 2002 up to and including September 30, 2002.

1. The sales of any common stock or preferred securities by the Company or a Financing Subsidiary and the purchase price per share and the market price per share at the date of the agreement of sale.

None.

2. The total number of shares of the Company's common stock issued or issuable pursuant to options granted during the quarter under employee benefit plans and dividend reinvestment plans, including any employee benefit plans or dividend reinvestment plans hereafter adopted.

220,073 shares were issued under the Investor's Choice Plan.

3. If the Company's common stock has been transferred to a seller of securities of a company being acquired, the number of shares so issued, the value per share and whether the shares are restricted in the hands of the acquirer.

None.

4. If a guarantee is issued during the quarter, the name of the guarantor, the

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name of the beneficiary of the guarantee and the amount, terms and purpose of the guarantee.

| Guarantor<br>-----                    | Beneficiary<br>----- | Date<br>---- | Exp. Date<br>----- | Amount<br>-----           |
|---------------------------------------|----------------------|--------------|--------------------|---------------------------|
| CenterPoint Energy<br>Resources Corp. | Unimark, LLC         | 9/25/02      | 9/25/03            | Not to exceed \$1,500,000 |

5. The amount and terms of any long-term debt issued by the Company during the quarter, and the aggregate amount of short-term debt outstanding as of the end of the quarter, as well as the weighted average interest rate for such short-term debt as of such date.

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No long term debt was issued by the Company during the quarter. For the aggregate amount of short-term debt outstanding as of the end of the quarter for the Company, as well as the weighted average interest rate for such short-term debt as of such date, see Exhibit A hereto.

6. The amount and terms of any long-term debt issued by any Utility Subsidiary during the quarter, and the aggregate amount of short-term debt outstanding as of the end of the quarter, as well as the weighted average interest rate for such short-term debt as of such date.

No long term debt was issued by any Utility Subsidiary during the quarter. For the aggregate amount of short-term debt outstanding as of the end of the quarter for the Utility Subsidiaries, as well as the weighted average interest rate for such short-term debt as of such date, see Exhibit A hereto.

7. The amount and terms of any financings consummated by any Non-Utility Subsidiary that are not exempt under Rule 52 under the Public Utility Holding Act, as amended.

None.

8. The notional amount and principal terms of any Hedge Instruments or Anticipatory Hedges entered into during the quarter and the identity of the other parties thereto.

None.

9. The name, parent company and amount of equity in any intermediate subsidiary during the quarter and the amount and terms of any securities issued by such subsidiaries during the quarter.

None.

10. The information required by a Certificate of Notification on Form U-6B-2.

Not applicable.

11. Consolidated balance sheets for the Company and/or a Utility Subsidiary as of the end of the quarter and separate balance sheets as of the end of the quarter for each company that has engaged in jurisdictional financing transactions during the quarter.

See Exhibit B hereto. See also the Quarterly Report on Form 10-Q filed by the Company on November 14, 2002 (File No. 1-31447), the Quarterly Report on Form 10-Q filed by CenterPoint Energy Resources Corp. on November 14, 2002 (File No. 1-13265), and the Quarterly Report on Form 10-Q filed by CenterPoint Energy Houston Electric, LLC on November 14, 2002 (File No. 1-3187), all of which are incorporated herein by reference.

12. A table showing, as of the end of the quarter, the dollar and percentage components of the capital structure of the Company on a consolidated basis and of each Utility Subsidiary.

See Exhibit C hereto.

13. A retained earnings analysis of the Company on a consolidated basis and of each Utility Subsidiary detailing gross earnings, dividends paid out of each capital account and the resulting capital account balances at the end of the quarter.

See Exhibit D hereto.

14. A table showing, as of the end of the quarter, the Money Pool participants and amount of outstanding borrowings for each.

See Exhibit E hereto.

15. As to each financing subsidiary, (a) the name of the subsidiary; (b) the value of the Company's investment account in such subsidiary; (c) the balance sheet account where the investment and the cost of the investment are booked; (d) the amount invested in the subsidiary by the Company; (e) the type of corporate entity; (f) the percentage owned by the Company; (g) the identification of other owners if not 100% owned by the Company; (h) the purpose of the investment in the subsidiary; and (i) the amounts and types of securities to be issued by the subsidiary.

See Exhibit F hereto. The Company may organize and acquire, directly or indirectly, the common stock or other equity interests of one or more financing subsidiaries for the purpose of effecting various financing transactions from time to time

through the Authorization Period involving the issuance and sale of up to an aggregate of \$1 billion (cash proceeds to the Company or the respective subsidiary company) in any combination of common stock, preferred securities, debt securities, stock purchase contracts and stock purchase units, as well as its common stock issuable pursuant to such stock purchase contracts and stock purchase units, all as set forth in further detail in the Application. Such financing subsidiaries have been organized because, in management's opinion, the creation and utilization of such financing subsidiary will likely result in tax savings, increased access to capital

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markets and/or lower cost of capital for the Company or its subsidiaries.

16. For any service transactions among the Company (or any other system service provider, including Reliant Energy Trading and Transportation Group, Inc.) and the Utility Subsidiaries during the period, provide the following information (i) a narrative description of the services rendered; (ii) disclosure of the dollar amount of services rendered in (i) above according to category or department; (iii) identification of companies rendering services described in (i) above and recipient companies, including disclosure of the allocation of services costs; and (iv) disclosure of the number of the CenterPoint system employees engaged in rendering services to other CenterPoint system companies on an annual basis, stated as an absolute and as a percentage of total employees.

See Exhibit G hereto.

All transactions described herein have been carried out in accordance with the terms and conditions of and for the purposes represented in the Application.

CENTERPOINT ENERGY, INC.

By: /s/ Rufus S. Scott

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

Dated: November 27, 2002

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### Exhibits

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| Exhibit   | Description   |
|-----------|---|
| Exhibit A | Short-Term External Debt of CenterPoint Energy, Inc. and Utility Subsidiaries as of September 30, 2002  |
| Exhibit B | Consolidated Balance Sheets for CenterPoint Energy, Inc. and Subsidiaries, CenterPoint Energy Houston Electric, LLC and Subsidiaries, CenterPoint Energy Resources Corp. and Subsidiaries and Texas Genco Holdings, Inc. (as of September 30, 2002) |
| Exhibit C | Capital Structure Chart of CenterPoint Energy, Inc. and Utility Subsidiaries as of September 30, 2002   |
| Exhibit D | Retained Earnings Analysis of CenterPoint Energy, Inc., CenterPoint Energy Resources Corp., and CenterPoint Energy Houston Electric, LLC  |
| Exhibit E | Money Pool Participants and Outstanding Borrowings  |
| Exhibit F | CenterPoint Energy, Inc. Investments in Financing Subsidiaries as of September 30, 2002   |

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Exhibit G      Information on Service Transactions between CenterPoint Energy, Inc. and Utility Subsidiaries (Corporate Services, Support Services and Information Technology Services)