

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 1, 2010

CENTERPOINT ENERGY TRANSITION BOND COMPANY II, LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-121505
(Commission File Number)

59-3790472
(IRS Employer
Identification No.)

**1111 Louisiana, Suite 4655B
Houston, Texas**
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: **(713) 207-5222**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

In connection with the February 1, 2010 payment date for its Senior Secured Transition Bonds, Series A (the “Bonds”), CenterPoint Energy Transition Bond Company II, LLC (the “Company”) paid all interest then due on the Bonds and the scheduled principal payment of \$63,182,959 on the Bonds in Tranche A-2.

After giving effect to all payments made in connection with the February 1 payment date, the Capital Subaccount had a balance of \$7.6 million, which is less than the targeted level of \$9.3 million, and the Excess Funds Subaccount had a balance of \$-0-. CenterPoint Energy Houston Electric, LLC, the servicer of the Bonds (“CenterPoint Houston”), is required to true-up transition charges annually in compliance with the financing order authorizing the imposition of the transition charges. CenterPoint Houston’s most recent true-up filing to adjust transition charges, which took into consideration the February 1, 2010, August 1, 2010 and February 1, 2011 payment dates, provided for adjusted transition charges which became effective on December 1, 2009. Such true-up filing anticipated the use of funds from the Capital Subaccount for the scheduled payments of principal and interest on the February 1, 2010 payment date and projected that transition charge collections would be sufficient for the scheduled payments of principal and interest on the August 1, 2010 and February 1, 2011 payment dates and to replenish the Capital Subaccount to its targeted level on February 1, 2011.

After giving effect to the principal payment set forth above, the outstanding principal balance and the interest rate for each tranche of the Bonds are as follows:

Tranche	Outstanding Principal Balance	Interest Rate
A-1	\$ 0.00	4.840%
A-2	\$253,934,484	4.970%
A-3	\$252,000,000	5.090%
A-4	\$519,000,000	5.170%
A-5	\$462,000,000	5.302%

Each outstanding tranche of the Bonds continues to be rated Aaa/AAA/AAA by Moody’s Investors Service, Inc., Standard & Poor’s Rating Services, a Standard & Poor’s Financial Services LLC business, and Fitch, Inc., respectively. A security rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time by the rating agency. Each rating should be evaluated independently of any other rating. No person is obligated to maintain its rating on the Bonds, and accordingly, we cannot assure you that a rating assigned to any tranche of the Bonds upon initial issuance will not be revised or withdrawn by a rating agency at any time thereafter. If a rating of any tranche of the Bonds is revised or withdrawn, the liquidity of that tranche may be adversely affected. In general, ratings address credit risk and do not represent any assessment of the likelihood of any particular level of principal payments on the Bonds other than payment in full of each tranche of the Bonds by the applicable final maturity date, as well as the timely payment of interest.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The Company has included as Exhibit 99.1 to this Current Report on Form 8-K the Semiannual Servicer's Certificate, dated January 28, 2010, transmitted by CenterPoint Houston, the servicer of the Bonds, to Deutsche Bank Trust Company Americas, the Paying Agent for the Bonds, in connection with the February 1, 2010 payment date for the Bonds. The information on this Exhibit is hereby incorporated by reference into this Current Report on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CENTERPOINT ENERGY TRANSITION BOND
COMPANY II, LLC

Date: February 5, 2010

By: /s/ Marc Kilbride
Marc Kilbride
Vice President, Treasurer and Manager

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Semiannual Servicer's Certificate, dated as of January 28, 2010, as to the transition bond balances, the balances of the collection account and its sub-accounts, and setting forth transfers and payments to be made on the February 1, 2010 payment date.

Semiannual Servicer's Certificate
CenterPoint Energy Transition Bond Company II, LLC
\$1,851,000,000 Series A Transition Bonds

Pursuant to Section 6 of Annex 1 to the Transition Property Servicing Agreement (the "Agreement"), dated as of December 16, 2005, between CenterPoint Energy Houston Electric, LLC, as Servicer, and CenterPoint Energy Transition Bond Company II, LLC, as Issuer, the Servicer does hereby certify as follows:

Capitalized terms used in this Semiannual Servicer's Certificate have their respective meanings as set forth in the Agreement. References herein to certain sections and subsections are references to the respective sections and subsections of the Agreement.

Collection Periods: July 31, 2009 through January 28, 2010

Payment Date: February 1, 2010

Today's Date: January 28, 2010

1. Collections Allocable and Aggregate Amounts Available for Current Payment Date:

i.	Remittances for the July 31, 2009 Collection Period	1,010,552.98
ii.	Remittances for the August 1 through 31, 2009 Collection Period	18,438,136.65
iii.	Remittances for the September 1 through 30, 2009 Collection Period	21,089,902.03
iv.	Remittances for the October 1 through 31, 2009 Collection Period	19,126,487.65
v.	Remittances for the November 1 through 30, 2009 Collection Period	14,730,689.78
vi.	Remittances for the December 1 through 31, 2009 Collection Period	15,864,374.82
vii.	Remittances for the January 1 through 28, 2010 Collection Period	11,468,605.88
viii.	Net Earnings on Collection Account	[through 12/31/09]
	General Subaccount	43,233.51
	Capital Subaccount	280,997.17
	Excess Funds Subaccount	649.33
ix.	General Subaccount Balance (sum of i through viii above)	<u>102,053,629.80</u>
x.	Excess Funds Subaccount Balance as of Prior Payment Date	20,985.41
xi.	Capital Subaccount Balance as of Prior Payment Date (1)	9,255,000.00
xii.	Collection Account Balance (sum of ix through xi above)	<u>111,329,615.21</u>

(1) Net of unreleased earnings moved into General Subaccount

2. Outstanding Amounts as of Prior Payment Date:

i.	Tranche A-1 Principal Balance	0.00
ii.	Tranche A-2 Principal Balance	317,117,443.00
iii.	Tranche A-3 Principal Balance	252,000,000.00
iv.	Tranche A-4 Principal Balance	519,000,000.00
v.	Tranche A-5 Principal Balance	462,000,000.00
vi.	Aggregate Principal Balance of all Series A Transition Bonds	<u>1,550,117,443.00</u>

3. Required Funding/Payments as of Current Payment Date:

		Projected Principal Balance	Semiannual Principal Due
Series A Principal			
i.	Tranche A-1	0.00	0.00
ii.	Tranche A-2	253,934,484.00	63,182,959.00
iii.	Tranche A-3	252,000,000.00	0.00
iv.	Tranche A-4	519,000,000.00	0.00
v.	Tranche A-5	462,000,000.00	0.00
vi.	For all Series A Transition Bonds	<u>1,486,934,484.00</u>	<u>63,182,959.00</u>
		Transition Bond Interest Rate	Days in Interest Period (1)
vii.	Required Tranche A-1 Interest	4.840%	180
viii.	Required Tranche A-2 Interest	4.970%	180
ix.	Required Tranche A-3 Interest	5.090%	180
x.	Required Tranche A-4 Interest	5.170%	180
xi.	Required Tranche A-5 Interest	5.302%	180
			Interest Due
vii.	Required Tranche A-1 Interest		0.00
viii.	Required Tranche A-2 Interest		7,880,368.46
ix.	Required Tranche A-3 Interest		6,413,400.00
x.	Required Tranche A-4 Interest		13,416,150.00
xi.	Required Tranche A-5 Interest		12,247,620.00

(1) On 30/360 Day basis.

	<u>Required Level</u>	<u>Funding Required</u>
xii. Capital Subaccount	9,255,000.00	0.00

4. Allocation of Remittances as of Current Payment Date Pursuant to Section 8.02(d) of Indenture:

i. Trustee Fees and Expenses		0.00
ii. Servicing Fee		462,750.00(1)
iii. Administration Fee and Independent Managers Fee		52,500.00(2)
iv. Operating Expenses		67,163.90(3)
v. Semiannual Interest (including any past-due Semiannual Interest for prior periods)		

	<u>Aggregate</u>	<u>Per 1,000 of Original Principal Amount</u>
Series A		
1. Tranche A-1 Interest Payment	0.00	0.00
2. Tranche A-2 Interest Payment	7,880,368.46	21.41
3. Tranche A-3 Interest Payment	6,413,400.00	25.45
4. Tranche A-4 Interest Payment	13,416,150.00	25.85
5. Tranche A-5 Interest Payment	12,247,620.00	26.51

vi. Principal Due and Payable as a result of (A) Event of Default or (B) on Final Maturity Date

	<u>Aggregate</u>	<u>Per 1,000 of Original Principal Amount</u>
Series A		
1. Tranche A-1 Principal Payment	0.00	0.00
2. Tranche A-2 Principal Payment	0.00	0.00
3. Tranche A-3 Principal Payment	0.00	0.00
4. Tranche A-4 Principal Payment	0.00	0.00
5. Tranche A-5 Principal Payment	0.00	0.00

(C) Principal Scheduled to be Paid on Current Payment Date

	<u>Aggregate</u>	<u>Per 1,000 of Original Principal Amount</u>
Series A		
1. Tranche A-1 Principal Payment	0.00	0.00
2. Tranche A-2 Principal Payment	63,182,959.00	171.69
3. Tranche A-3 Principal Payment	0.00	0.00
4. Tranche A-4 Principal Payment	0.00	0.00
5. Tranche A-5 Principal Payment	0.00	0.00

vii. Amounts Payable to Credit Enhancement Providers (if applicable)	N/A	
viii. Operating Expenses not Paid under Clause (iv) above	0.00	
ix. Funding of Capital Subaccount	0.00	
x. Net Earnings in Capital Subaccount Released to Issuer	0.00	
xi. Deposit to Excess Funds Subaccount	0.00	
xii. Released to Issuer upon Series Retirement: Collection Account	0.00	
xiii. Aggregate Remittances as of Current Payment Date	<u>103,722,911.36</u>	

(1) Servicing fee: $\$1,851,000,000 \times .05\% \times 180/360 = \$462,750.00$

(2) Administration fee: $\$100,000 \times 180/360 = \$50,000.00$; Independent Managers fee: $\$2,500.00$

(3) Reimbursement to Administrator for fees/expenses paid to outside legal counsel ($\$9,093.00$), independent public accountant ($\$30,000.00$), printer ($\425.70), rating agencies ($\$17,500.00$) and L/C issuing bank ($\$10,145.20$)

**5. Subaccount Withdrawals as of Current Payment Date
(if applicable, pursuant to Section 8.02(d) of Indenture):**

i.	Excess Funds Subaccount (available for 4.i. through 4.ix.)	20,985.41
ii.	Capital Subaccount (available for 4.i. through 4.viii.)	1,648,296.15
iii.	Total Withdrawals	<u>1,669,281.56</u>

**6. Outstanding Amounts and Collection Account Balance as of Current Payment Date
(after giving effect to payments to be made on such Payment Date):**

Series A		
i.	Tranche A-1 Principal Balance	0.00
ii.	Tranche A-2 Principal Balance	253,934,484.00
iii.	Tranche A-3 Principal Balance	252,000,000.00
iv.	Tranche A-4 Principal Balance	519,000,000.00
v.	Tranche A-5 Principal Balance	462,000,000.00
vi.	Aggregate Principal Balance for all Series A Transition Bonds	<u>1,486,934,484.00</u>
vii.	Excess Funds Subaccount Balance	0.00
viii.	Capital Subaccount Balance	7,606,703.85
ix.	Aggregate Collection Account Balance	<u>7,606,703.85</u>

**7. Shortfalls In Interest and Principal Payments as of Current Payment Date
(after giving effect to payments to be made on such Payment Date):**

i.	Semiannual Interest	
Series A		
	1. Tranche A-1 Bond Interest Payment	0.00
	2. Tranche A-2 Bond Interest Payment	0.00
	3. Tranche A-3 Bond Interest Payment	0.00
	4. Tranche A-4 Bond Interest Payment	0.00
	5. Tranche A-5 Bond Interest Payment	0.00
ii.	Semiannual Principal	
Series A		
	1. Tranche A-1 Principal Payment	0.00
	2. Tranche A-2 Principal Payment	0.00
	3. Tranche A-3 Principal Payment	0.00
	4. Tranche A-4 Principal Payment	0.00
	5. Tranche A-5 Principal Payment	0.00

**8. Shortfall in Required Subaccount Level as of Current Payment Date
(after giving effect to payments to be made on such Payment Date):**

i.	Capital Subaccount	1,648,296.15
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IN WITNESS HEREOF, the undersigned has duly executed and delivered this Semiannual Servicer's Certificate this 28th day of January, 2010. CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC, as Servicer

by: /s/ Linda Geiger
Linda Geiger
Assistant Treasurer