



**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): August 1, 2011**

**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 August 1, 2011 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 \$51,017,226 on the Bonds in Tranche A-2.

After giving effect to all payments made in connection with the August 1 payment date, the Capital Subaccount had a balance of approximately \$9.3 million, which is the targeted level of the Capital Subaccount, and the Excess Funds Subaccount had a balance of approximately \$9.5 million.

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

Tranche	Outstanding Principal Balance	Interest Rate
A-2	\$ 88,537,461	4.970%
A-3	\$252,000,000	5.090%
A-4	\$519,000,000	5.170%
A-5	\$462,000,000	5.302%

### **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 July 28, 2011, 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 August 1, 2011 payment date for the Bonds. The information on this Exhibit is hereby incorporated by reference into this Current Report on Form 8-K.

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**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: August 2, 2011

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

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Semiannual Servicer's Certificate, dated as of July 28, 2011, 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 August 1, 2011 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: January 29, 2011 through July 28, 2011  
 Payment Date: August 1, 2011  
 Today's Date: July 28, 2011

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

i.	Remittances for the January 29 through 31, 2011 Collection Period	134,728.76
ii.	Remittances for the February 1 through 28, 2011 Collection Period	13,957,081.35
iii.	Remittances for the March 1 through 31, 2011 Collection Period	16,155,014.69
iv.	Remittances for the April 1 through 30, 2011 Collection Period	12,757,773.10
v.	Remittances for the May 1 through 31, 2011 Collection Period	13,033,178.20
vi.	Remittances for the June 1 through 30, 2011 Collection Period	17,636,240.87
vii.	Remittances for the July 1 through 28, 2011 Collection Period	17,416,620.94
viii.	Net Earnings on Collection Account	[through 6/30/11]
	General Subaccount	21,978.54
	Capital Subaccount	4,299.47
	Excess Funds Subaccount	2,285.54
ix.	General Subaccount Balance (sum of i through viii above)	<u>91,119,201.46</u>
x.	Excess Funds Subaccount Balance as of Prior Payment Date	5,576,508.95
xi.	Capital Subaccount Balance as of Prior Payment Date	9,255,000.00
xii.	Collection Account Balance (sum of ix through xi above)	<u>105,950,710.41</u>

**2. Outstanding Amounts as of Prior Payment Date:**

i.	Tranche A-1 Principal Balance	0.00
ii.	Tranche A-2 Principal Balance	139,554,687.00
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>1,372,554,687.00</u>

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

Series A Principal	Projected Principal Balance	Semiannual Principal Due
i. Tranche A-1	0.00	0.00
ii. Tranche A-2	88,537,461.00	51,017,226.00
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>1,321,537,461.00</u>	<u>51,017,226.00</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
		0.00
		3,467,933.97
		6,413,400.00
		13,416,150.00
		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	2,500.00
ii. Servicing Fee	462,750.00(1)
iii. Administration Fee and Independent Managers Fee	50,000.00(2)
iv. Operating Expenses	82,344.28(3)
v. Semiannual Interest (including any past-due Semiannual Interest for prior periods)	

Series A	<u>Aggregate</u>	<u>Per 1,000 of Original Principal Amount</u>
1. Tranche A-1 Interest Payment	0.00	0.00
2. Tranche A-2 Interest Payment	3,467,933.97	9.42
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

Series A	<u>Aggregate</u>	<u>Per 1,000 of Original Principal Amount</u>
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

Series A	<u>Aggregate</u>	<u>Per 1,000 of Original Principal Amount</u>
1. Tranche A-1 Principal Payment	0.00	0.00
2. Tranche A-2 Principal Payment	51,017,226.00	138.63
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	4,299.47
xi. Deposit to Excess Funds Subaccount	3,954,977.74
xii. Released to Issuer upon Series Retirement: Collection Account	0.00
xiii. Aggregate Remittances as of Current Payment Date	<u>91,119,201.46</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: \$0.00

(3) Reimbursement to Administrator for fees/expenses paid to outside legal counsel (\$2,386.50), independent public accountant (\$69,538.00), printer (\$440.00) and L/C issuing bank (\$9,979.78)

**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.)	0.00
ii. Capital Subaccount (available for 4.i. through 4.viii.)	0.00
iii. Total Withdrawals	<u>0.00</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	88,537,461.00



<u>Series A</u>		
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>1,321,537,461.00</u>
vii.	Excess Funds Subaccount Balance	9,531,486.69
viii.	Capital Subaccount Balance	9,255,000.00
ix.	Aggregate Collection Account Balance	<u>18,786,486.69</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

<u>Series A</u>		
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

<u>Series A</u>		
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 0.00

IN WITNESS HEREOF, the undersigned has duly executed and delivered this Semiannual Servicer's Certificate this 28th day of July, 2011.

CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC,  
as Servicer

by: /s/ Linda Geiger  
Linda Geiger  
Assistant Treasurer