

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

Form 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2007

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 333-121505

CenterPoint Energy Transition Bond Company II, LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

59-3790472
(I.R.S. Employer Identification Number)

1111 Louisiana, Suite 4655B
Houston, Texas 77002
(Address and zip code of principal executive offices)

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

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: None

The registrant meets the conditions set forth in General Instruction I(1)(a) and (b) of Form 10-K and is therefore filing this Form 10-K with the reduced disclosure format.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer o Non-accelerated filer Smaller reporting company o
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes o No

The aggregate market value of the member's equity held by non-affiliates of the registrant as of June 30, 2007: None

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EXPLANATORY NOTE

This Amendment No. 1. to our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, filed with the Securities and Exchange Commission on March 14, 2008 (the "Original Form 10-K"), is being filed solely to add Exhibits 31.4 (Annual Statement of Servicer Compliance required by Section 3.06 of the Transition Property Servicing Agreement dated as of December 16, 2005 by and between us, as Issuer, and CenterPoint Energy Houston Electric, LLC, as Servicer) and 99.4 (Independent Accountant's Report with Management's Assertion of Compliance with Servicing Standards attached) under Item 15. No other changes were made to the Original Form 10-K.

This Amendment No. 1 does not reflect events occurring after the filing of the Original Form 10-K, and does not modify or update the disclosures in any way other than as required to reflect the amendment as described above.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

The following documents are filed as part of this report:

1. Financial Statements.

Report of Independent Registered Public Accounting Firm
Statements of Income and Changes in Member's Equity
Balance Sheets
Statements of Cash Flows
Notes to Financial Statements

2. Financial Statement Schedules.

None.

3. Exhibits.

See the Index to Exhibits which appears following the signature page to this report.

CENTERPOINT ENERGY TRANSITION BOND COMPANY II, LLC

EXHIBITS TO THE ANNUAL REPORT ON FORM 10-K
For Fiscal Year Ended December 31, 2007

INDEX TO EXHIBITS

Exhibits not incorporated by reference to a prior filing 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 were filed on March 14, 2008 with the Original Form 10-K. Exhibits designated by two asterisks are filed herewith.

| Exhibit Number | Description | Report or Registration Statement | SEC File or Registration Number | Exhibit References |
|----------------|--|--|---------------------------------|--------------------|
| 3.1 | Limited Liability Company Agreement of CenterPoint Energy Transition Bond Company II, LLC | Amendment No. 1 to the Company's Registration Statement on Form S-3 filed with the SEC on September 12, 2005 | 333-121505 | 3.2 |
| 3.2 | Certificate of Formation of CenterPoint Energy Transition Bond Company II, LLC | Amendment No. 1 to the Company's Registration Statement on Form S-3 filed with the SEC on September 12, 2005 | 333-121505 | 3.1 |
| 4.1 | Indenture dated as of December 16, 2005 | Current Report on Form 8-K filed with the SEC on December 16, 2005 | 333-121505 | 4.1 |
| 4.2 | First Supplemental Indenture relating to the transition bonds dated as of December 16, 2005 | Current Report on Form 8-K filed with the SEC on December 16, 2005 | 333-121505 | 4.3 |
| 4.3 | Form of the transition bonds (included in Exhibit 4.1) | Current Report on Form 8-K filed with the SEC on December 16, 2005 | 333-121505 | 4.2 |
| 10.1 | Transition Property Sale Agreement | Current Report on Form 8-K filed with the SEC on December 16, 2005 | 333-121505 | 10.1 |
| 10.2 | Transition Property Servicing Agreement | Current Report on Form 8-K filed with the SEC on December 16, 2005 | 333-121505 | 10.2 |
| 10.3 | Administration Agreement | Current Report on Form 8-K filed with the SEC on December 16, 2005 | 333-121505 | 10.3 |
| 10.4 | Semiannual Servicer's Certificate, dated as of July 31, 2007, 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, 2007 payment date. | Form 10-Q for the quarterly period ended June 30, 2007 | 333-121505 | 10.1 |
| +10.5* | Semiannual Servicer's Certificate, dated as of January 31, 2008, 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, 2008 payment
date.

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| <u>Exhibit Number</u> | <u>Description</u> | <u>Report or Registration Statement</u> | <u>SEC File or Registration Number</u> | <u>Exhibit References</u> |
|-----------------------|---|--|--|---------------------------|
| +31.1* | Certification Pursuant to Rule 13a-14(d)/15d-14(d) of Marc Kilbride | | | |
| +31.2* | Section 302 Certification by Marc Kilbride | | | |
| +31.3* | Certification Pursuant to Rule 13a-14(d)/15d-14(d) of Marc Kilbride | | | |
| +31.4** | Annual Statement of Servicer Compliance | | | |
| +32.1* | Section 906 Certification of Gary L. Whitlock | | | |
| +32.2* | Section 906 Certification of Marc Kilbride | | | |
| 99.1 | Application for the Financing Order | Amendment No. 1 to the Company's Registration Statement on Form S-3 filed with the SEC on September 12, 2005 | 333-121505 | 99.1 |
| 99.2 | Financing Order | Amendment No. 1 to the Company's Registration Statement on Form S-3 filed with the SEC on September 12, 2005 | 333-121505 | 99.2 |
| 99.3 | State of Texas Comptroller of Public Accounts rulings relating to the transition bonds | Amendment No. 1 to the Company's Registration Statement on Form S-3 filed with the SEC on September 12, 2005 | 333-121505 | 99.3 |
| +99.4** | Independent Accountant's Report with Management's Assertion of Compliance with Servicing Standards attached | | | |

OFFICERS' CERTIFICATE

The undersigned, Marc Kilbride, Vice President and Treasurer, and Linda Geiger, Assistant Treasurer, of CenterPoint Energy Houston Electric, LLC ("CenterPoint Houston"), hereby certify pursuant to Section 3.06 of the Transition Property Servicing Agreement, dated as of December 16, 2005, between CenterPoint Energy Transition Bond Company II, LLC, as Issuer, and CenterPoint Houston, as Servicer (the "Agreement") that

- (i) a review of the activities of the Servicer during the period January 1, 2007 through December 31, 2007 and of its performance under the Agreement has been made under our supervision, and
- (ii) to the best of our knowledge, based on such review, the Servicer has fulfilled all its obligations under the Agreement throughout such period.

March 18, 2008

Date

/s/ Marc Kilbride

Marc Kilbride
Vice President and Treasurer

March 18, 2008

Date

/s/ Linda Geiger

Linda Geiger
Assistant Treasurer

INDEPENDENT ACCOUNTANTS' REPORT

The Member of
CenterPoint Energy Houston Electric, LLC

We have examined management's assertion that CenterPoint Energy Houston Electric, LLC (the "Company") has complied, in all material respects, as of and for the year ended December 31, 2007, with the established minimum servicing standards applicable to CenterPoint Energy Transition Bond Company II, LLC for the Transition Property Servicing Agreement dated December 16, 2005 described in the accompanying Management's Assertion of Compliance with Servicing Standards dated March 31, 2009, including Appendix I thereto. Management is responsible for the Company's compliance with those minimum servicing standards. Our responsibility is to express an opinion on management's assertion about the Company's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants, and, accordingly, included examining, on a test basis, evidence about the Company's compliance with its minimum servicing standards and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with its minimum servicing standards.

In our opinion, management's assertion that the Company complied, in all material respects, with the aforementioned minimum servicing standards as of and for the year ended December 31, 2007, is fairly stated, in all material respects, based on the criteria set forth in the aforementioned Appendix I.

DELOITTE & TOUCHE LLP

Houston, Texas
March 31, 2009

MANAGEMENT'S ASSERTION OF COMPLIANCE WITH SERVICING STANDARDS

As of and for the year ended December 31, 2007, CenterPoint Energy Houston Electric, LLC (the "Company") has complied, in all material respects, with the Company's established minimum servicing standards for the Transition Property Servicing Agreement dated as of December 16, 2005 by and between CenterPoint Energy Transition Bond Company II, LLC, as Issuer, and the Company, as Servicer, as set forth in Appendix I attached hereto.

Dated: March 31, 2009

/s/ Marc Kilbride

Marc Kilbride

Vice President and Treasurer

CenterPoint Energy Houston Electric, LLC

APPENDIX I

CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC'S MINIMUM SERVICING STANDARDS

I. GENERAL SERVICING AND ADMINISTRATION

1. Policies and procedures are instituted to monitor whether or not a Servicer Default has occurred under the Transition Property Servicing Agreement dated as of December 16, 2005, by and between CenterPoint Energy Transition Bond Company II, LLC, as Issuer (the "Issuer"), and CenterPoint Energy Houston Electric, LLC, as Servicer (the "Servicing Agreement").

II. MAINTENANCE OF COLLATERAL OR SECURITY

1. Collateral or security on the Senior Secured Transition Bonds, Series A of the Issuer (the "Transition Bonds") is maintained as required by the Servicing Agreement. (Servicing Agreement § 3.04(f))

2. Deposit amounts are analyzed, in accordance with the Public Utility Commission of Texas ("PUCT") rules no more frequently than quarterly, upon the request of either the retail electric provider ("REP") or the Servicer, to ensure that any deposits for REPs required under the Financing Order of the PUCT under Docket No. 30485 (the "Financing Order") accurately reflect two months' maximum collections. (Annex 1 to the Servicing Agreement § 8(a)(ii))

3. Deposits held in trust for an REP are returned to the REP within ten (10) calendar days of a reduction in activity qualifying for a deposit reduction as set forth in the Servicing Agreement. (Annex 1 to the Servicing Agreement § 8(a)(ii)) The Servicer's procedure is to notify the REP when it holds funds in excess of current required deposit amounts and act in accordance with the REP's instructions as to return of the funds.

III. TRUE-UP OF TRANSACTION CHARGES

1. A true-up of transition charges is prepared and filed annually (as provided in the definition of Calculation Date) with the PUCT. (Annex 1 to the Servicing Agreement § 7)

IV. BILLING, COLLECTION AND REMITTANCE OF TRANSITION CHARGES

1. The Servicer calculates and bills the transition charges to the REPs. (Servicing Agreement § 3.01(a)(i))

2. Payments of transition charges made by the REPs are remitted to the Trustee (as defined in the Servicing Agreement) on or before the second business day after receipt. (Servicing Agreement § 5.11)

3. Accrued Interest (as defined in the Servicing Agreement) is paid by the Servicer from the date or dates transition charges were received to the date such transition charges were remitted to the Trustee. (Servicing Agreement § 3.03(a))
4. Pursuant to the Servicing Agreement, the Servicer charges a five percent (5%) penalty on all transition charges billed to an REP but not paid by the close of business on the 35th day following each billing by the Servicer to the REP. (Servicing Agreement § 3.02(c))
5. An REP is considered to be in default after 45 calendar days, after which time the Servicer will direct the application of the security deposit to the transition charges the REP has failed to remit and avail itself of such legal remedies as may be appropriate to collect any remaining unpaid transition charges and associated penalties. (Annex 1 to the Servicing Agreement § 9(b))
6. For each REP, a reconciliation of the amount held back for uncollectible transition charges and the amount actually written off as uncollectible during the time period is performed annually and the resulting balance is either remitted to or collected from the REP. (Annex 1 to the Servicing Agreement § 4(b))

V. INVESTOR AND TRUSTEE REPORTING

1. Semiannual Servicer's Certificates are prepared in the timeframe set forth in and delivered to the parties required under the Servicing Agreement. (Servicing Agreement § 3.05 and Annex 1 to the Servicing Agreement § 6)
2. Semiannual Servicer's Certificates provide the information specified by and calculated in accordance with the terms of the Servicing Agreement. (Annex 1 to the Servicing Agreement § 6)
3. Servicer's Annual Statement as to Compliance is prepared in the timeframe set forth in and delivered to the parties required under the Servicing Agreement. (Servicing Agreement § 3.06)
4. The Servicer causes a registered public accounting firm to prepare, and the Servicer delivers the Annual Accountant's Report in the timeframe set forth in and delivered to the parties required under the Servicing Agreement. (Servicing Agreement § 3.07)
5. Servicer's Calculation Date Statement is prepared in the timeframe set forth in and delivered to the parties required under the Servicing Agreement. (Annex 1 to the Servicing Agreement § 3)
6. Servicer's Calculation Date Statement provides the information specified in Annex 1 to the Servicing Agreement. (Annex 1 to the Servicing Agreement § 3)

VI. OPINIONS OF COUNSEL

1. The Servicer causes counsel to prepare, and the Servicer delivers an opinion of counsel to the parties required under the Servicing Agreement promptly after the execution and delivery of each amendment to the Servicing Agreement. (Servicing Agreement § 3.11(a))
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2. The Servicer causes counsel to prepare, and the Servicer delivers an opinion of counsel to the parties required under the Servicing Agreement within ninety (90) days after the beginning of each calendar year per the Servicing Agreement. (Servicing Agreement § 3.11(b))

VII. MAINTENANCE OF RECORDS

1. The Servicer conducts, or causes to be conducted, periodic audits of the Transition Property Documentation (as defined in the Servicing Agreement) held by it under the Servicing Agreement and of the related accounts, records and computer systems and provides the audit report to the Issuer and the Trustee. (Servicing Agreement § 3.09(a))

MEMORANDUM

TO: Division of Corporation Finance
Securities and Exchange Commission

FROM: CenterPoint Energy Transition Bond Company II, LLC

DATE: March 31, 2009

RE: Response to SEC Staff Comment Letter dated August 26, 2008

We are responding to the comments received from the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC") by letter dated August 26, 2008 regarding our Form 10-K for the fiscal year ended December 31, 2007 ("2007 Form 10-K") filed with the SEC on March 14, 2008. For your convenience, our response is prefaced by the exact text of the Staff's corresponding comment in bold text.

In connection with this response, we acknowledge that:

- we are responsible for the adequacy and accuracy of the disclosure in the filing;
- Staff comments or changes to disclosure in response to Staff comments do not foreclose the SEC from taking any action with respect to the filing; and
- we may not assert Staff comments as a defense in any proceeding initiated by the SEC or any person under the federal securities laws of the United States.

Form 10-K

Exhibits

1. Please amend to file your servicer compliance statement.

RESPONSE: In accordance with the comment and pursuant to our telephone conversations with the Staff, we have filed an amendment to our 2007 Form 10-K to add the servicer compliance statement required by Section 3.06 of the Transition Property Servicing Agreement dated as of December 16, 2005 by and between CenterPoint Energy Transition Bond Company II, LLC and CenterPoint Energy Houston Electric, LLC as an exhibit to such Form 10-K.

2. Please amend to file your auditor's attestation report.

RESPONSE: In accordance with the comment and pursuant to our telephone conversations with the Staff, we have filed an amendment to our 2007 Form 10-K to add an independent accountant's report as an exhibit to such Form 10-K. Such exhibit, which includes management's assertion of compliance with servicing standards, is in a form consistent with the Division of Corporation Finance's guidance provided in the no-action letter issued to Merrill Lynch Depositor, Inc., dated March 28, 2003 (the "No-Action Letter"), and the recent amendments to Oncor Electric Delivery Transition Bond Company LLC's Annual Reports on Form 10-K for the fiscal years ended December 31, 2006 and December 31, 2007. In future years, we will comply with the reporting obligations under the Securities Exchange Act of 1934, as amended, with filings of Annual Reports on Form 10-K and Current Reports on Form 8-K consistent with the approach and addressing the items outlined in the No-Action Letter.

If you should have any questions or further comments regarding the above response, please contact our counsel Margo S. Scholin at (713) 229-1110 or Timothy S. Taylor at (713) 229-1184. Thank you for your time and consideration.

CenterPoint Energy Transition Bond
Company II, LLC

/s/ Marc Kilbride

Marc Kilbride

Vice President, Treasurer and Manager