

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K**

(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, 2012

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 333-177662-01

**CenterPoint Energy Transition Bond Company IV, LLC**

(Exact name of registrant as specified in its charter)

**CenterPoint Energy Houston Electric, LLC**

(Exact name of depositor and sponsor as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**1111 Louisiana, Suite 4664B**

**Houston, Texas 77002**

(Address and zip code of principal executive offices)

**45-3687039**

(I.R.S. Employer  
Identification Number)

**(713) 207-5776**

(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**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  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  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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) 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  No

The aggregate market value of the member's equity held by non-affiliates of the registrant as of June 30, 2012: None

Documents incorporated by reference: A portion of the proxy statement relating to the 2013 Annual Meeting of Shareholders of CenterPoint Energy, Inc. is incorporated by reference in Item 11 of Part III of this report.

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## PART I

### Item 1. Business.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 1A. Risk Factors.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 1B. Unresolved Staff Comments.

None.

### Item 2. Properties.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 3. Legal Proceedings.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 4. Mine Safety Disclosures.

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 6. Selected Financial Data.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 8. Financial Statements and Supplementary Data.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 9A. Controls and Procedures.

Omitted pursuant to General Instruction J of Form 10-K.

### Item 9B. Other Information.

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance.**

As of the date of this report on Form 10-K, CenterPoint Energy Transition Bond Company IV, LLC (the “Issuing Entity”) has five managers. For as long as necessary under applicable Rating Agency criteria (as such term is defined in the Issuing Entity’s Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”)) in order to maintain a rating of “AAA” (or the equivalent thereof) for the Issuing Entity’s Series 2012 Senior Secured Transition Bonds, the Issuing Entity shall have at least two individuals who are Independent Managers (as such term is defined in the LLC Agreement). In the event that two Independent Managers are not necessary under applicable Rating Agency criteria in order to maintain such a rating, the Issuing Entity shall have at least one individual who is an Independent Manager. Currently, Messrs. Angelo and O’Connor serve as the Independent Managers of the Issuing Entity.

Independent Manager is defined in the LLC Agreement as a manager of the Issuing Entity who is not, and within the previous five years was not (except solely by virtue of such Person’s serving as, or affiliation with any other Person serving as, a special member or an independent director or manager, as applicable, of CenterPoint Energy Houston Electric, LLC (“CenterPoint Houston”), the Issuing Entity or any bankruptcy remote special purpose entity that is an Affiliate of CenterPoint Houston or the Issuing Entity), (i) a stockholder, member, partner, director, officer, employee, Affiliate, customer, supplier, creditor or independent contractor of, or any Person that has received any benefit in any form whatsoever from (other than in such Manager’s capacity as a ratepayer or customer of CenterPoint Houston in the ordinary course of business), or any Person that has provided any service in any form whatsoever to, or any major creditor (or any Affiliate of any major creditor) of, the Issuing Entity, CenterPoint Houston or any of their Affiliates, or (ii) any Person owning beneficially, directly or indirectly, any outstanding shares of common stock, any limited liability company interests or any partnership interests, as applicable, of the Issuing Entity, CenterPoint Houston, or any of their Affiliates, or of any major creditor (or any Affiliate of any major creditor) of any of the foregoing, or a stockholder, member, partner, director, officer, employee, Affiliate, customer, supplier, creditor or independent contractor of, or any Person that has received any benefit in any form whatever from (other than in such Person’s capacity as a ratepayer or customer of CenterPoint Houston in the ordinary course of business), or any Person that has provided any service in any form whatever to, such beneficial owner or any of such beneficial owner’s Affiliates, or (iii) a member of the immediate family of any person described above; provided that the indirect or beneficial ownership of stock through a mutual fund or similar diversified investment vehicle with respect to which the owner does not have discretion or control over the investments held by such diversified investment vehicle shall not preclude such owner from being an Independent Manager. For purposes of this definition, “major creditor” shall mean a natural person or business entity to which the Issuing Entity, CenterPoint Houston or any of their Affiliates has outstanding indebtedness for borrowed money or credit on open account in a sum sufficiently large as would reasonably be expected to influence the judgment of the proposed Independent Manager adversely to the interests of the Issuing Entity when the interests of that Person are adverse to those of the Issuing Entity. Capitalized terms used in this paragraph have the meanings assigned to them in the LLC Agreement.

The following are the managers of the Issuing Entity as of the date of this report on Form 10-K:

<u>Name</u>	<u>Age</u>	<u>Background</u>
Marc Kilbride	60	Manager, Vice President and Treasurer of the Issuing Entity. Vice President and Treasurer of CenterPoint Houston since June 2002, Treasurer since 1997. Vice President and Treasurer of CenterPoint Energy, Inc. since September 2002, Treasurer since September 2001.  Mr. Kilbride is also a manager of the following subsidiaries of CenterPoint Houston: CenterPoint Energy Transition Bond Company, LLC (since October 2001); CenterPoint Energy Transition Bond Company II, LLC (since December 2005); CenterPoint Energy Transition Bond Company III, LLC (since February 2008); and CenterPoint Energy Restoration Bond Company, LLC (since November 2009).

- Gary L. Whitlock 63 Manager and President of the Issuing Entity. Executive Vice President and Chief Financial Officer of CenterPoint Houston and CenterPoint Energy, Inc. since September 2002.
- Mr. Whitlock currently serves on the Board of Directors of KiOR, Inc. He is also a manager of the following subsidiaries of CenterPoint Houston: CenterPoint Energy Transition Bond Company, LLC (since October 2001); CenterPoint Energy Transition Bond Company II, LLC (since December 2005); CenterPoint Energy Transition Bond Company III, LLC (since February 2008); and CenterPoint Energy Restoration Bond Company, LLC (since November 2009).
- Walter L. Fitzgerald 55 Manager and Senior Vice President and Chief Accounting Officer of the Issuing Entity. Vice President and Controller of CenterPoint Houston from February 2003 to September 2010 and Senior Vice President and Chief Accounting Officer since September 2010. Vice President and Controller of CenterPoint Energy, Inc. from 2001 to December 2007 and Senior Vice President and Chief Accounting Officer since December 2007.
- Mr. Fitzgerald is also a manager of the following subsidiaries of CenterPoint Houston: CenterPoint Energy Transition Bond Company, LLC (since December 2007); CenterPoint Energy Transition Bond Company II, LLC (since December 2007); CenterPoint Energy Transition Bond Company III, LLC (since February 2008); and CenterPoint Energy Restoration Bond Company, LLC (since November 2009).
- Bernard J. Angelo 43 Manager of the Issuing Entity. Senior Vice President of Global Securitization Services, LLC since April 1997. Director or manager, as the case may be, of Ameriquest Funding II Reo Subsidiary LLC (November 2000 - March 2009); Ameriquest Mortgage Securities Inc. (January 2000 - March 2009); Argent Securities Inc. (May 2002 - March 2009); ATAX TEBS 1, LLC (since September 2010); Bay View Deposit Corporation (since November 2004); BCF Funding II LLC (since February 2005); Carmax Auto Funding LLC (since August 2003); CEC Funding LLC (since February 2005); Daimler Trust Leasing LLC (since January 2009); Ford Credit Auto Receivables Two LLC (since January 2001); Hamilton Floating Rate Fund I, LLC (October 2005 - January 2011); Hexagon ABS Corp. (February 2005 - November 2006); J.G. Wentworth Receivables III LLC (since September 1997); National City Mortgage Capital LLC (since August 2005); PG&E Energy Recovery Funding LLC (October 2004 - December 2012); Prosper Funding LLC (since March 2012); RS TEBS, Inc. (since May 2010); SunTrust Auto Receivables, LLC (May 2007 - November 2010); Venture Lending & Leasing IV, LLC (October 2004 - June 2009); Venture Lending & Leasing V, LLC (June 2006 - May 2009); and World Omni Auto Receivables LLC (since March 2003).
- Mr. Angelo is also a manager of the following subsidiaries of CenterPoint Houston: CenterPoint Energy Transition Bond Company, LLC (since October 2001); CenterPoint Energy Transition Bond Company II, LLC (since December 2005); CenterPoint Energy Transition Bond Company III, LLC (since February 2008); and CenterPoint Energy Restoration Bond Company, LLC (since November 2009).
- Timothy O'Connor 41 Manager of the Issuing Entity. Senior Vice President of Global Securitization Services, LLC since April 2002. Director of California Petroleum Corporation since September 2009.
- Mr. O'Connor is also a manager of the following subsidiaries of CenterPoint Houston: CenterPoint Energy Transition Bond Company, LLC (since September 2007); and CenterPoint Energy Transition Bond Company II, LLC (since September 2007).

## **Code of Conduct**

The Issuing Entity is a wholly owned subsidiary of CenterPoint Houston which in turn is an indirect subsidiary of CenterPoint Energy, Inc. (“CenterPoint Energy”). CenterPoint Energy has adopted a code of ethics for its Chief Executive Officer and Senior Financial Officers, which group consists of its Chief Financial Officer, Chief Accounting Officer, Treasurer and Assistant Controller. CenterPoint Energy has also adopted an Ethics and Compliance Code applicable to all directors, officers and employees, including those of its subsidiaries. CenterPoint Energy maintains a corporate governance page on its website which includes key information about its corporate governance initiatives, including its Ethics and Compliance Code and its Code of Ethics for Chief Financial Officer and Senior Financial Officers. The corporate governance page can be found at <http://investors.centerpointenergy.com/governance.cfm>.

## **Item 11. Executive Compensation.**

Other than the annual independent managers fee of \$3,500 paid to Global Securitization Services, LLC, the Issuing Entity does not pay any compensation to its executive officers or managers.

The information required by this item with respect to CenterPoint Houston is incorporated herein by reference to the material under *Compensation Discussion and Analysis* of the definitive proxy statement of CenterPoint Energy for its 2013 annual meeting of shareholders filed with the Securities and Exchange Commission on March 15, 2013.

## **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

None.

## **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

None.

## **Item 14. Principal Accountant Fees and Services.**

Omitted pursuant to General Instruction J of Form 10-K.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules.

(a) Documents filed as a part of this report:

1. Financial Statements.  
Not applicable.
2. Financial Statement Schedules.  
Not applicable.
3. Exhibits required by Item 601 of Regulation S-K (exhibits marked with an asterisk are filed herewith and the others are incorporated by reference):
  - 3.1 Certificate of Formation of CenterPoint Energy Transition Bond Company IV, LLC (the "Issuing Entity") filed with the Delaware Secretary of State on October 14, 2011.
  - 3.2 Amended and Restated Limited Liability Company Agreement of the Issuing Entity dated as of January 19, 2012.
  - 4.1 Indenture dated as of January 19, 2012 between the Issuing Entity and Deutsche Bank Trust Company Americas, as trustee, providing for the issuance of Senior Secured Transition Bonds.
  - 4.2 First Supplemental Indenture dated as of January 19, 2012 between the Issuing Entity and Deutsche Bank Trust Company Americas, as trustee, providing for the issuance of the Issuing Entity's 2012 Senior Secured Transition Bonds.
  - 4.3 Form of 2012 Senior Secured Transition Bond (included in Exhibit 4.2).
  - \*31.1 Certification pursuant to Rule 13a-14(d)/15d-14(d).
  - \*33.1 Report on assessment of compliance with servicing criteria for asset-backed securities for CenterPoint Energy Houston Electric, LLC.
  - \*33.2 Assertion of compliance with applicable servicing criteria for Deutsche Bank Trust Company Americas.
  - \*34.1 Attestation report on assessment of compliance with servicing criteria for asset-backed securities of Deloitte & Touche LLP on behalf of CenterPoint Energy Houston Electric, LLC.
  - \*34.2 Attestation report on assessment of compliance with servicing criteria for asset-backed securities of KPMG LLP on behalf of Deutsche Bank Trust Company Americas.
  - \*35.1 Servicer compliance statement.
  - 99.1 Transition Property Sale Agreement dated as of January 19, 2012 between the Issuing Entity and CenterPoint Energy Houston Electric, LLC, as seller.
  - 99.2 Transition Property Servicing Agreement dated as of January 19, 2012 between the Issuing Entity and CenterPoint Energy Houston Electric, LLC, as servicer.
  - 99.3 Administration Agreement dated as of January 19, 2012 between the Issuing Entity and CenterPoint Energy Houston Electric, LLC, as administrator.

- (b) Exhibits required by this Form and Item 601 of Regulation S-K (exhibits marked with an asterisk are filed herewith):
- 3.1 Certificate of Formation of the Issuing Entity filed with the Delaware Secretary of State on October 14, 2011 (incorporated by reference to exhibit 3.3 included as an exhibit to the Issuing Entity's Registration Statement on Form S-3 (Reg. No. 333-177662-01) dated November 2, 2011).
  - 3.2 Amended and Restated Limited Liability Company Agreement of the Issuing Entity dated as of January 19, 2012 (incorporated by reference to exhibit 3.1 included as an exhibit to the Issuing Entity's Current Report on Form 8-K dated January 11, 2012).
  - 4.1 Indenture dated as of January 19, 2012 between the Issuing Entity and Deutsche Bank Trust Company Americas, as trustee, providing for the issuance of Senior Secured Transition Bonds (incorporated by reference to exhibit 4.1 included as an exhibit to the Issuing Entity's Current Report on Form 8-K dated January 11, 2012).
  - 4.2 First Supplemental Indenture dated as of January 19, 2012 between the Issuing Entity and Deutsche Bank Trust Company Americas, as trustee, providing for the issuance of the Issuing Entity's 2012 Senior Secured Transition Bonds (incorporated by reference to exhibit 4.2 included as an exhibit to the Issuing Entity's Current Report on Form 8-K dated January 11, 2012).
  - 4.3 Form of 2012 Senior Secured Transition Bond (included as Exhibit A to the First Supplement Indenture filed as Exhibit 4.2) (incorporated by reference to exhibit 4.2 included as an exhibit to the Issuing Entity's Current Report on Form 8-K dated January 11, 2012).
  - \*31.1 Certification pursuant to Rule 13a-14(d)/15d-14(d).
  - \*33.1 Report on assessment of compliance with servicing criteria for asset-backed securities for CenterPoint Energy Houston Electric, LLC.
  - \*33.2 Assertion of compliance with applicable servicing criteria for Deutsche Bank Trust Company Americas.
  - \*34.1 Attestation report on assessment of compliance with servicing criteria for asset-backed securities of Deloitte & Touche LLP on behalf of CenterPoint Energy Houston Electric, LLC.
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  - \*35.1 Servicer compliance statement.
  - 99.1 Transition Property Sale Agreement dated as of January 19, 2012 between the Issuing Entity and CenterPoint Energy Houston Electric, LLC, as seller (incorporated by reference to exhibit 10.1 included as an exhibit to the Issuing Entity's Current Report on Form 8-K dated January 11, 2012).
  - 99.2 Transition Property Servicing Agreement dated as of January 19, 2012 between the Issuing Entity and CenterPoint Energy Houston Electric, LLC, as servicer (incorporated by reference to exhibit 10.2 included as an exhibit to the Issuing Entity's Current Report on Form 8-K dated January 11, 2012).
  - 99.3 Administration Agreement dated as of January 19, 2012 between the Issuing Entity and CenterPoint Energy Houston Electric, LLC, as administrator (incorporated by reference to exhibit 10.3 included as an exhibit to the Issuing Entity's Current Report on Form 8-K dated January 11, 2012).
- (c) Not applicable.

**Item 1112(b). Significant Obligors of Pool Assets.**

None.

**Item 1114(b)(2). Credit Enhancement and Other Support, Except for Certain Derivatives Instruments.**

None.



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**Item 1115(b). Certain Derivatives Instruments.**

None.

**Item 1117. Legal Proceedings.**

None.

**Item 1119. Affiliations and Certain Relationships and Related Transactions.**

The Issuing Entity is a wholly-owned subsidiary of CenterPoint Energy Houston Electric, LLC.

**Item 1122. Compliance with Applicable Servicing Criteria.**

See Exhibits 33.1, 33.2, 34.1 and 34.2 under Item 15.

**Item 1123. Servicer Compliance Statement.**

See Exhibit 35.1 under Item 15.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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, in the City of Houston, the State of Texas, on the 28th day of March, 2013.

CENTERPOINT ENERGY TRANSITION BOND  
COMPANY IV, LLC, as Issuing Entity

By: CENTERPOINT ENERGY HOUSTON ELECTRIC,  
LLC, as servicer

By: /s/ Marc Kilbride

Name: Marc Kilbride

Title: Vice President and Treasurer  
(Senior officer in charge of the  
servicing function of the servicer)

**Supplemental Information to be Furnished With Reports Filed Pursuant to Section 15(d) of the Act by Registrants Which Have Not Registered Securities Pursuant to Section 12 of the Act.**

No such annual report, proxy statement, form of proxy or other proxy soliciting material has been sent to the Registrant's security holders. The Registrant will not be sending an annual report or any proxy material to its security holders subsequent to the filing of this report on Form 10-K.

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**EXHIBIT INDEX**

- \*31.1 Certification pursuant to Rule 13a-14(d)/15d-14(d)
- \*33.1 Report on assessment of compliance with servicing criteria for asset-backed securities for CenterPoint Energy Houston Electric, LLC.
- \*33.2 Assertion of compliance with applicable servicing criteria for Deutsche Bank Trust Company Americas.
- \*34.1 Attestation report on assessment of compliance with servicing criteria for asset-backed securities of Deloitte & Touche LLP on behalf of CenterPoint Energy Houston Electric, LLC.
- \*34.2 Attestation report on assessment of compliance with servicing criteria for asset-backed securities of KPMG LLP on behalf of Deutsche Bank Trust Company Americas.
- \*35.1 Servicer compliance statement.

## CERTIFICATION PURSUANT TO RULE 13a-14(d)/15d-14(d)

I, Marc Kilbride, Vice President and Treasurer of CenterPoint Energy Houston Electric, LLC, as servicer (the "Servicer"), certify that:

1. I have reviewed this report on Form 10-K and all reports on Form 10-D required to be filed in respect of the period covered by this report on Form 10-K of CenterPoint Energy Transition Bond Company IV, LLC (the "Exchange Act periodic reports");

2. Based on my knowledge, the Exchange Act periodic reports, taken as a whole, do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, all of the distribution, servicing and other information required to be provided under Form 10-D for the period covered by this report is included in the Exchange Act periodic reports;

4. I am responsible for reviewing the activities performed by the Servicer, and based on my knowledge and the compliance review conducted in preparing the servicer compliance statement required in this report under Item 1123 of Regulation AB, and except as disclosed in the Exchange Act periodic reports, the servicer has fulfilled its obligations under the Transition Property Servicing Agreement dated as of January 19, 2012 between CenterPoint Energy Transition Bond Company IV, LLC, as the Issuing Entity, and the Servicer, in all material respects; and

5. All of the reports on assessment of compliance with servicing criteria for asset-backed securities and their related attestation reports on assessment of compliance with servicing criteria for asset-backed securities required to be included in this report in accordance with Item 1122 of Regulation AB and Exchange Act Rules 13a-18 and 15d-18 have been included as an exhibit to this report, except as otherwise disclosed in this report. Any material instances of noncompliance described in such reports have been disclosed in this report on Form 10-K.

In giving the certifications above, I have reasonably relied on information provided to me by the following unaffiliated parties: Deutsche Bank Trust Company Americas, as Indenture Trustee.

Date: March 28, 2013

/s/ Marc Kilbride

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Name: Marc Kilbride

Title: Vice President and Treasurer

(Senior Officer in Charge of Servicing Function)

CenterPoint Energy Houston Electric, LLC, as servicer

**REPORT ON ASSESSMENT OF COMPLIANCE WITH SERVICING CRITERIA  
FOR ASSET-BACKED SECURITIES**

The undersigned hereby certifies that he is the duly elected and acting Vice President and Treasurer of CenterPoint Energy Houston Electric, LLC, as servicer (the "Servicer"), under the Transition Property Servicing Agreement dated as of January 19, 2012 (the "Servicing Agreement") between the Servicer and CenterPoint Energy Transition Bond Company IV, LLC (the "Issuer") and further that:

1. The undersigned is responsible for assessing the Servicer's compliance with the servicing criteria set forth in Item 1122(d) of Regulation AB (the "Servicing Criteria").

2. With respect to each of the Servicing Criteria, the undersigned has made the following assessment of the Servicing Criteria in accordance with Item 1122(d) of Regulation AB, with such discussion regarding the performance of such Servicing Criteria during the fiscal year ended December 31, 2012 and covered by the Issuer's annual report on Form 10-K (such fiscal year, the "Assessment Period"):

Regulation AB Reference	Servicing Criteria	Applicable Servicing Criteria
<b>General Servicing Considerations</b>		
1122(d)(1)(i)	Policies and procedures are instituted to monitor any performance or other triggers and events of default in accordance with the transaction agreements.	Applicable; assessment below.
1122(d)(1)(ii)	If any material servicing activities are outsourced to third parties, policies and procedures are instituted to monitor the third party's performance and compliance with such servicing activities.	Not applicable; no servicing activities were outsourced.
1122(d)(1)(iii)	Any requirements in the transaction agreements to maintain a back-up servicer for pool assets are maintained.	Not applicable; documents do not provide for a back-up servicer.
1122(d)(1)(iv)	A fidelity bond and errors and omissions policy is in effect on the party participating in the servicing function throughout the reporting period in the amount of coverage required by and otherwise in accordance with the terms of the transaction agreements.	Not applicable; PUCT rules impose credit standards on retail electric providers who handle customer collections and govern performance requirements of utilities.

Regulation AB Reference	Servicing Criteria	Applicable Servicing Criteria
<b>Cash Collection and Administration</b>		
1122(d)(2)(i)	Payments on pool assets are deposited into the appropriate custodial bank accounts and related bank clearing accounts no more than two business days of receipt, or such other number of days specified in the transaction agreements.	Applicable
1122(d)(2)(ii)	Disbursements made via wire transfer on behalf of an obligor or to an investor are made only by authorized personnel.	Not applicable; no disbursements on behalf of obligors or to investors are made by Servicer by means of wire transfer
1122(d)(2)(iii)	Advances of funds or guarantees regarding collections, cash flows or distributions, and any interest or other fees charged for such advances, are made, reviewed and approved as specified in the transaction agreements.	Applicable, but no current assessment required; no advances by the Servicer are permitted under the transaction agreements.
1122(d)(2)(iv)	The related accounts for the transaction, such as cash reserve accounts or accounts established as a form of overcollateralization, are separately maintained (e.g., with respect to commingling of cash) as set forth in the transaction agreements.	Applicable, but no current assessment is required since transaction accounts are maintained by and in the name of the Trustee.
1122(d)(2)(v)	Each custodial account is maintained at a federally insured depository institution as set forth in the transaction agreements. For purposes of this criterion, “federally insured depository institution” with respect to a foreign financial institution means a foreign financial institution that meets the requirements of Rule 13k-1(b)(1) of the Exchange Act.	Applicable, but no current assessment required; all “custodial accounts” are maintained by the Trustee.
1122(d)(2)(vi)	Unissued checks are safeguarded so as to prevent unauthorized access.	Not applicable; all transfers made by wire transfer.
1122(d)(2)(vii)	Reconciliations are prepared on a monthly basis for all asset-backed securities related bank accounts, including custodial accounts and related bank clearing accounts. These reconciliations are (A) mathematically accurate; (B) prepared within 30 calendar days after the bank statement cutoff date, or such other number of days specified in the transaction agreements; (C) reviewed and approved by someone other than the person who prepared the reconciliation; and (D) contain explanations for reconciling items. These reconciling items are resolved within 90 calendar days of their original identification, or such other number of days specified in the transaction agreements.	Applicable; assessment below. Reconciliations as to REP accounts are limited to confirming that the funds in any REP’s account known to Servicer are at least in the amount required by Servicer.

Regulation AB Reference	Servicing Criteria	Applicable Servicing Criteria
<b>Investor Remittances and Reporting</b>		
1122(d)(3)(i)	<p>Reports to investors, including those to be filed with the Commission, are maintained in accordance with the transaction agreements and applicable Commission requirements. Specifically, such reports (A) are prepared in accordance with timeframes and other terms set forth in the transaction agreements; (B) provide information calculated in accordance with the terms specified in the transaction agreements; (C) are filed with the Commission as required by its rules and regulations; and (D) agree with investors' or the trustee's records as to the total unpaid principal balance and number of pool assets serviced by the Servicer.</p>	Applicable; assessment below.
1122(d)(3)(ii)	<p>Amounts due to investors are allocated and remitted in accordance with timeframes, distribution priority and other terms set forth in the transaction agreements.</p>	Not applicable; trustee allocates among, and remits to, investors.
1122(d)(3)(iii)	<p>Disbursements made to an investor are posted within two business days to the Servicer's investor records, or such other number of days specified in the transaction agreements.</p>	Not applicable; disbursements are made by Trustee and Trustee maintains investor records; for the purposes of this criteria, servicer's investor records are the trustee's records of the investors.
1122(d)(3)(iv)	<p>Amounts remitted to investors per the investor reports agree with cancelled checks, or other form of payment, or custodial bank statements.</p>	Applicable; assessment below, based on Semi-Annual Servicer's Certificate.

Regulation AB Reference	Servicing Criteria	Applicable Servicing Criteria
<b>Pool Asset Administration</b>		
1122(d)(4)(i)	Collateral or security on pool assets is maintained as required by the transaction agreements or related pool asset documents.	Applicable; assessment below.
1122(d)(4)(ii)	Pool assets and related documents are safeguarded as required by the transaction agreements.	Applicable; assessment below.
1122(d)(4)(iii)	Any additions, removals or substitutions to the asset pool are made, reviewed and approved in accordance with any conditions or requirements in the transaction agreements.	Not applicable; no removals or substitutions of transition property are contemplated or allowed under the transaction documents.
1122(d)(4)(iv)	Payments on pool assets, including any payoffs, made in accordance with the related pool asset documents are posted to the Servicer's obligor records maintained no more than two business days after receipt, or such other number of days specified in the transaction agreements, and allocated to principal, interest or other items (e.g., escrow) in accordance with the related pool asset documents.	Applicable; assessment below. Payments received from REPs are posted to Servicer's records and funds transferred to Trustee.
1122(d)(4)(v)	The Servicer's records regarding the pool assets agree with the Servicer's records with respect to an obligor's unpaid principal balance.	Not applicable; because underlying obligation (transition charge) is not an interest bearing instrument
1122(d)(4)(vi)	Changes with respect to the terms or status of an obligor's pool asset (e.g., loan modifications or re-agings) are made, reviewed and approved by authorized personnel in accordance with the transaction agreements and related pool asset documents.	Applicable; assessment below. The only changes relate to true-up under the financing order.
1122(d)(4)(vii)	Loss mitigation or recovery actions (e.g., forbearance plans, modifications and deeds in lieu of foreclosure, foreclosures and repossessions, as applicable) are initiated, conducted and concluded in accordance with the timeframes or other requirements established by the transaction agreements.	Applicable, to the extent required by the transaction agreements; assessment below.
1122(d)(4)(viii)	Records documenting collection efforts are maintained during the period pool asset is delinquent in accordance with the transaction agreements. Such records are maintained on at least a monthly basis, or such other period specified in the transaction agreements, and describe the entity's activities in monitoring delinquent pool assets including, for example, phone calls, letters and payment rescheduling plans in cases where delinquency is deemed temporary (e.g., illness or unemployment).	Applicable, but does not require assessment since no explicit documentation requirements with respect to delinquent accounts are imposed under the transactional documents due to availability of "true-up" mechanism.



Regulation AB Reference	Servicing Criteria	Applicable Servicing Criteria
1122(d)(4)(ix)	Adjustments to interest rates or rates of return for pool assets with variable rates are computed based on the related pool asset documents.	Not applicable; transition charges are not interest bearing instruments.
1122(d)(4)(x)	Regarding any funds held in trust for an obligor (such as escrow accounts): (A) such funds are analyzed, in accordance with the obligor's pool asset documents, on at least an annual basis, or such other period specified in the transaction agreements; (B) interest on such funds is paid, or credited, to obligors in accordance with applicable pool asset documents and state laws; and (C) such funds are returned to the obligor within 30 calendar days of full repayment of the related pool assets, or such other number of days specified in the transaction agreements.	Applicable; assessment below.
1122(d)(4)(xi)	Payments made on behalf of an obligor (such as tax or insurance payments) are made on or before the related penalty or expiration dates, as indicated on the appropriate bills or notices for such payments, provided that such support has been received by the Servicer at least 30 calendar days prior to these dates, or such other number of days specified in the transaction agreements.	Not applicable; Servicer does not make payments on behalf of obligors.
1122(d)(4)(xii)	Any late payment penalties in connection with any payment to be made on behalf of an obligor are paid from the Servicer's funds and not charged to the obligor, unless the late payment was due to the obligor's error or omission.	Not applicable; Servicer cannot make advances of its own funds on behalf of customers under the transaction documents.
1122(d)(4)(xiii)	Disbursements made on behalf of an obligor are posted within two business days to the obligor's records maintained by the Servicer, or such other number of days specified in the transaction agreements.	Not applicable; Servicer cannot make advances of its own funds on behalf of customers to pay principal or interest on the bonds.
1122(d)(4)(xiv)	Delinquencies, charge-offs and uncollectible accounts are recognized and recorded in accordance with the transaction agreements.	Applicable; assessment below.
1122(d)(4)(xv)	Any external enhancement or other support, identified in Item 1114(a)(1) through (3) or Item 1115 of Regulation AB, is maintained as set forth in the transaction agreements.	Not applicable; no external enhancement is required under the transaction documents.

3. To the best of the undersigned's knowledge, based on such review, the Servicer is in compliance in all material respects with the applicable servicing criteria set forth above as of and for the period ending the end of the fiscal year ended December 31, 2012 and covered by the Issuer's annual report on Form 10-K.

4. Deloitte & Touche LLP has issued to us an attestation report in accordance with Section 1122(b) of Regulation AB on its assessment of compliance with the applicable servicing criteria as of and for the period ending the end of the fiscal year ended December 31, 2012 and covered by the Issuer's annual report on Form 10-K.

Executed as of this 28th day of March, 2013.

CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC,  
as Servicer

By: /s/ Marc Kilbride

Name: Marc Kilbride

Title: Vice President and Treasurer

(Senior Officer in Charge of Servicing Function)

## ASSERTION OF COMPLIANCE WITH APPLICABLE SERVICING CRITERIA

## MANAGEMENT'S ASSERTION OF COMPLIANCE

Management of the Trust & Securities Services department of Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas (collectively the "Company") is responsible for assessing the servicing criteria set forth in Item 1122(d) of Regulation AB promulgated by the Securities and Exchange Commission to determine which criteria are applicable to the Company in respect of the servicing platform described below. Management has determined that the servicing criteria are applicable in regard to the servicing platform for the period as follows:

Platform: Publicly-issued (i.e., transaction-level reporting required under the Securities Exchange Act of 1934, as amended) and certain privately-issued (i.e., for which transaction-level reporting is required pursuant to contractual obligation) residential mortgage-backed securities, commercial mortgage-backed securities and other asset-backed securities issued on or after January 1, 2006 for which the Company provides trustee, securities administration, paying agent or custodian services, as defined in the transaction agreements, excluding publicly-issued securities sponsored or issued by any government sponsored entity (the "Platform").

Applicable Servicing Criteria: All servicing criteria set forth in Item 1122(d), except for the following criteria: 1122(d)(2)(iii) and 1122(d)(4)(iv) – 1122(d)(4)(xiv), which management has determined are not applicable to the activities the Company performs with respect to the Platform (the "Applicable Servicing Criteria"). With respect to Applicable Servicing Criteria 1122(d)(1)(ii), 1122(d)(1)(iii), and 1122(d)(4)(iii) there were no activities performed during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities.

Period: Year ended December 31, 2012 (the "Period").

Management's interpretation of Applicable Servicing Criteria: The Company's management has determined that servicing criterion 1122(d)(1)(iii) is applicable only with respect to its continuing obligation to act as, or locate a, successor servicer under the circumstances referred to in certain transaction agreements. It is management's interpretation that the Company has no other active back-up servicing responsibilities in regards to 1122(d)(1)(iii) as of and for the Period. The Company's management has determined that servicing criterion 1122(d)(4)(iii) is applicable to the activities the Company performs with respect to the Platform only as it relates to the Company's obligation to report additions, removals or substitutions on reports to investors in accordance with the transaction agreements.

With respect to the Platform and the Period, the Company's management provides the following assertion of compliance with respect to the Applicable Servicing Criteria:

1. The Company's management is responsible for assessing the Company's compliance with the Applicable Servicing Criteria as of and for the Period.
2. The Company's management has assessed compliance with the Applicable Servicing Criteria as of and for the Period. In performing this assessment, management used the criteria set forth by the Securities and Exchange Commission in paragraph (d) of Item 1122 of Regulation AB.
3. Based on such assessment as of and for the Period, the Company has complied, in all material respects with the Applicable Servicing Criteria.

KPMG LLP, an independent registered public accounting firm, has issued an attestation report with respect to management's assertion of compliance with the Applicable Servicing Criteria as of and for the Period.

**DEUTSCHE BANK NATIONAL TRUST COMPANY**

By: /s/ Gary R. Vaughan  
Name: Gary R. Vaughan  
Its: Managing Director

By: /s/ David Co  
Name: David Co  
Its: Director

By: /s/ Matt Bowen  
Name: Matt Bowen  
Its: Managing Director

By: /s/ Kevin Fischer  
Name: Kevin Fischer  
Its: Director

By: /s/ Robert Frier  
Name: Robert Frier  
Its: Managing Director

**DEUTSCHE BANK TRUST COMPANY AMERICAS**

By: /s/ Jenna Kaufman  
Name: Jenna Kaufman  
Its: Director

Dated: February 28, 2013

**ATTESTATION REPORT ON ASSESSMENT OF COMPLIANCE WITH  
SERVICING CRITERIA FOR ASSET-BACKED SECURITIES**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member of  
CenterPoint Energy Houston Electric, LLC  
Houston, Texas

We have examined management's assertion, included as Exhibit 33.1 and titled Report on Assessment of Compliance with Servicing Criteria for Asset-Backed Securities, that CenterPoint Energy Houston Electric, LLC (the "Company") complied with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB applicable for the approximately \$1,695 million original principal amount of CenterPoint Energy Transition Bond Company IV, LLC's transition bonds (the "2012 Senior Secured Transition Bonds") as of December 31, 2012 and for the period January 19, 2012 (issuance date of the 2012 Senior Secured Transition Bonds) through December 31, 2012, excluding criteria 1122(d)(1)(ii) (outsourcing), (1)(iii) (back-up servicing), (1)(iv) (fidelity bond), (2)(ii) (wire transfer disbursements), (2)(vi) (unissued checks), (3)(ii) (allocation and remittance), (3)(iii) (disbursements to investors), (4)(iii) (additions, removals or substitutions), (4)(v) (records regarding pool assets), (4)(ix) (adjustments to interest rates), (4)(xi) (payments on behalf of obligors), (4)(xii) (late payment penalties), (4)(xiii) (obligor disbursements), and (4)(xv) (external credit enhancement), which management has determined are not applicable to the activities performed by the Company with respect to the 2012 Senior Secured Transition Bonds. Management is responsible for the Company's compliance with the applicable servicing criteria. Our responsibility is to express an opinion on management's assertion about the Company's compliance with the applicable servicing criteria based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants, as adopted by the Public Company Accounting Oversight Board (United States), and, accordingly, included examining, on a test basis, evidence about the Company's compliance with the applicable servicing criteria, including tests on a sample basis of the servicing activities related to the 2012 Senior Secured Transition Bonds, determining whether the Company performed those selected activities in compliance with the applicable servicing criteria during the specified period, and performing such other procedures as we considered necessary in the circumstances. Further, an examination is not designed to detect noncompliance arising from errors that may have occurred prior to the period specified above that may have affected the balances or amounts calculated or reported by the Company during the period covered by this report. 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 the applicable servicing criteria.

In our opinion, management's assertion that the Company complied with the aforementioned applicable servicing criteria as of December 31, 2012 and for the period January 19, 2012 through December 31, 2012 for the approximately \$1,695 million original principal amount of CenterPoint Energy Transition Bond Company IV, LLC's transition bonds is fairly stated, in all material respects.

/s/ DELOITTE & TOUCHE LLP

March 28, 2013  
Houston, Texas

**ATTESTATION REPORT ON ASSESSMENT OF COMPLIANCE WITH  
SERVICING CRITERIA FOR ASSET-BACKED SECURITIES****Report of Independent Registered Public Accounting Firm**

The Board of Directors

The Trust & Securities Services department of Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas:

We have examined the accompanying management's assertion, that the Trust & Securities Services department of Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas (collectively the "Company") complied with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB for publicly-issued (i.e., transaction-level reporting required under the Securities Exchange Act of 1934, as amended) and certain privately-issued (i.e., for which transaction-level reporting is required pursuant to contractual obligation) residential mortgage-backed securities, commercial mortgage-backed securities and other asset-backed securities issued on or after January 1, 2006, for which the Company provides trustee, securities administration, paying agent or custodian services, as defined in the transaction agreements, excluding publicly-issued transactions sponsored or issued by any government sponsored entity (the Platform), except for servicing criteria 1122(d)(2)(iii) and 1122(d)(4)(iv) – 1122(d)(4)(xiv), which the Company has determined are not applicable to the activities it performs with respect to the Platform, as of and for the year ended December 31, 2012. With respect to criterion 1122(d)(1)(ii), Management's Assertion of Compliance indicates that there were no activities performed during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities. The Company has determined the following servicing criteria to be applicable only to the activities the Company performs with respect to the Platform as described below:

- Servicing criterion 1122(d)(1)(iii) is applicable only with respect to the Company's continuing obligation to act as, or locate a, successor servicer under the circumstances referred to in certain transaction agreements. It is management's interpretation that the Company has no other active back-up servicing responsibilities in regards to 1122(d)(1)(iii) as of and for the year ended December 31, 2012. Furthermore, Management's Assertion of Compliance indicates that there were no activities performed related to this criterion during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities.
- Servicing criterion 1122(d)(4)(iii) is applicable to the activities the Company performs with respect to the Platform only as it relates to the Company's obligation to report additions, removals or substitutions on reports to investors in accordance with the transaction agreements. Furthermore, Management's Assertion of Compliance indicates that there were no activities performed related to this criterion during the year ended December 31, 2012 with respect to the Platform, because there were no occurrences of events that would require the Company to perform such activities.

Management is responsible for the Company's compliance with the servicing criteria. Our responsibility is to express an opinion on the Company's compliance based on our examination.

Our examination was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included examining, on a test basis, evidence about the Company's compliance with the servicing criteria specified above and performing such other procedures as we considered necessary in the circumstances. Our examination included testing selected asset-backed transactions and securities that comprise the Platform, testing selected servicing activities related to the Platform, and determining whether the

Company processed those selected transactions and performed those selected activities in compliance with the servicing criteria. Furthermore, our procedures were limited to the selected transactions and servicing activities performed by the Company during the period covered by this report. Our procedures were not designed to determine whether errors may have occurred either prior to or subsequent to our tests that may have affected the balances or amounts calculated or reported by the Company during the period covered by this report for the selected transactions or any other transactions. 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 the servicing criteria.

In our opinion, management's assertion that the Company complied with the aforementioned servicing criteria, as of and for the year ended December 31, 2012, is fairly stated, in all material respects.

/s/ KPMG LLP

Chicago, Illinois  
February 28, 2013

**SERVICER COMPLIANCE STATEMENT**

The undersigned hereby certifies that he is the duly elected and acting Vice President and Treasurer of CenterPoint Energy Houston Electric, LLC, as servicer (the "Servicer"), under the Transition Property Servicing Agreement dated as of January 19, 2012 (the "Servicing Agreement") between the Servicer and CenterPoint Energy Transition Bond Company IV, LLC (the "Issuer") and further that:

1. A review of the activities of the Servicer and of its performance under the Servicing Agreement during the twelve months ended December 31, 2012 has been made under the supervision of the undersigned pursuant to Section 3.03 of the Servicing Agreement; and

2. To the best of the undersigned's knowledge, based on such review, the Servicer has fulfilled all of its obligations in all material respects under the Servicing Agreement throughout the twelve months ended December 31, 2012.

Executed as of this 28th day of March, 2013.

CENTERPOINT ENERGY HOUSTON ELECTRIC, LLC,  
as Servicer

By: /s/ Marc Kilbride

Name: Marc Kilbride

Title: Vice President and Treasurer

(Senior Officer in Charge of Servicing Function)