

CENTERPOINT ENERGY TRANSITION BOND CO II, LLC

FORM 10-K (Annual Report)

Filed 03/30/16 for the Period Ending 12/31/15

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CIK 0001310914

SIC Code 6189 - Asset-Backed Securities

Fiscal Year 12/31

**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, 2015

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

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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, 2015: None

Documents incorporated by reference: None.

PART I

Item 3. Legal Proceedings.

None.

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.

There is no established public trading market for our equity securities. All of our equity is owned by CenterPoint Energy Houston Electric, LLC ("CenterPoint Houston"). As of December 31, 2015, the sole record holder of the transition bonds was Cede & Co., as nominee of the Depository Trust Company. The transition bonds are not listed on any national securities exchange.

PART III

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.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

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

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 29th day of March, 2016.

CENTERPOINT ENERGY TRANSITION BOND
COMPANY II, LLC
(Registrant)

By: _____ /s/ Carla A. Kneipp
Carla A. Kneipp
Manager

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 29, 2016.

Signature

Title

/s/ William D. Rogers
(William D. Rogers)

President and Manager
(Principal Executive Officer)

/s/ Carla A. Kneipp
(Carla A. Kneipp)

Vice President, Treasurer and Manager
(Principal Financial Officer)

/s/ Kristie Colvin
(Kristie Colvin)

Senior Vice President, Chief Accounting Officer and Manager
(Principal Accounting Officer)

/s/ Bernard J. Angelo
(Bernard J. Angelo)

Manager

/s/ Timothy O'Connor
(Timothy O'Connor)

Manager

/s/ Carla A. Kneipp
(Carla A. Kneipp)

Vice President and Treasurer of
CenterPoint Energy Houston Electric, LLC
(Senior Officer in Charge of Servicing Function)

CENTERPOINT ENERGY TRANSITION BOND COMPANY II, LLC

EXHIBITS TO THE ANNUAL REPORT ON FORM 10-K
For Fiscal Year Ended December 31, 2015

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.

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit References</u>
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
3.3	Amended and Restated Certificate of Formation of CenterPoint Energy Transition Bond Company II, LLC	Current Report on Form 8-K filed with the SEC on December 16, 2005	333-121505	3.1
3.4	Amended and Restated Limited Liability Company Agreement of CenterPoint Energy Transition Bond Company II, LLC	Current Report on Form 8-K filed with the SEC on December 16, 2005	333-121505	3.2
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 4.2 hereto)	Current Report on Form 8-K filed with the SEC on December 16, 2005	333-121505	4.3
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 30, 2015, 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 3, 2015 payment date (Incorporated by reference into this Annual Report on Form 10-K)	Current Report on Form 8-K filed with the SEC on August 6, 2015	333-121505	99.1

<u>Exhibit Number</u>	<u>Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit References</u>
10.5	Semiannual Servicer's Certificate, dated as of January 28, 2016, 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, 2016 payment date (Incorporated by reference into this Annual Report on Form 10-K)	Current Report on Form 8-K filed with the SEC on February 4, 2016	333-121505	99.1
+31.1	Certification of Carla Anita Kneipp			
+31.2	Annual Statement of Servicer Compliance			
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	Report of Independent Registered Public Accounting Firm with Management's Assertion of Compliance with Servicing Standards attached			

CERTIFICATION

I, Carla Anita Kneipp, certify that:

1. I have reviewed this annual report on Form 10-K, and all reports on Form 8-K containing distribution or servicing reports filed in respect of periods included in the year covered by this annual report, of CenterPoint Energy Transition Bond Company II, LLC;
2. Based on my knowledge, the information in these reports, taken as a whole, does 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 as of the last day of the period covered by this annual report;
3. Based on my knowledge, the distribution or servicing information required to be provided to the trustee by the servicer under the pooling and servicing, or similar, agreement, for inclusion in these reports is included in these reports;
4. Based on my knowledge and upon the annual compliance statement included in the report and required to be delivered to the trustee in accordance with the terms of the Transition Property Servicing Agreement dated December 16, 2005 between CenterPoint Energy Transition Bond Company II, LLC, as Issuer, and the servicer (the "Transition Property Servicing Agreement"), and except as disclosed in the reports, the servicer has fulfilled its obligations under the Transition Property Servicing Agreement; and
5. The reports disclose all significant deficiencies relating to the servicer's compliance with the minimum servicing standards based upon the report provided by an independent public accountant, after conducting a review in compliance with the Uniform Single Attestation Program for Mortgage Bankers or similar procedure, as set forth in the pooling and servicing, or similar, agreement, that is included in these reports.

/s/ Carla Anita Kneipp

Carla Anita Kneipp

Vice President and Treasurer

(Senior Officer in Charge of Servicing Function)

CenterPoint Energy Houston Electric, LLC, as servicer

March 29, 2016

OFFICERS' CERTIFICATE

The undersigned, Carla Anita Kneipp, Vice President and Treasurer, and Robert McRae, 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 (“TBC II”), as Issuer, and CenterPoint Houston, as Servicer (the “Agreement”) that

- (i) a review of the activities of the Servicer during the period January 1, 2015 through December 31, 2015 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 30, 2016
Date

/s/ Carla Anita Kneipp
Carla Anita Kneipp
Vice President and Treasurer

March 30, 2016
Date

/s/ Robert McRae
Robert McRae
Assistant Treasurer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To 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, 2015, with the established minimum servicing standards applicable to CenterPoint Energy Transition Bond Company II, LLC (the "Bond Company") for the Transition Property Servicing Agreement dated December 16, 2005 described in the accompanying Management's Assertion of Compliance with Servicing Standards dated March 30, 2016, including Appendix I thereto ("management's assertion"). Management is responsible for the Company's compliance with the servicing criteria. Our responsibility is to express an opinion on management's assertion about the Company's compliance with the servicing criteria 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 minimum servicing standards 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 established minimum servicing standards.

In our opinion, management's assertion that the Company complied with the aforementioned minimum servicing standards as of and for the year ended December 31, 2015, is fairly stated, in all material respects based on the criteria set forth in Appendix I to Management's Assertion of Compliance with Servicing Standards dated March 30, 2016.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas
March 30, 2016

MANAGEMENT'S ASSERTION OF COMPLIANCE WITH SERVICING STANDARDS

As of and for the year ended December 31, 2015, 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 30, 2016

/s/ Carla Anita Kneipp

Carla Anita Kneipp

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 TRANSITION 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))
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))