



DIVISION OF  
CORPORATION FINANCE

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

February 19, 2015

Via E-mail

Walter L. Fitzgerald

Manager

CenterPoint Energy Transition Bond Company II, LLC

1111 Louisiana

Suite 4655B

Houston, Texas 77002

**Re: CenterPoint Energy Transition Bond Company II, LLC  
Form 10-K for Fiscal Year Ended December 31, 2013  
Filed March 31, 2014  
Response dated February 12, 2015  
File No. 333-121505**

Dear Mr. Fitzgerald:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ M. Hughes Bates

M. Hughes Bates  
Special Counsel

cc: Monica Karuturi, CenterPoint Energy Transition Bond Company II, LLC  
Timothy S. Taylor, Baker Botts LLP