

**Semi-Annual Servicer's Certificate**  
**Central Power and Light Company, as Servicer**  
**CPL Transition Funding LLC**

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Pursuant to Section 4.01(c)(ii) of the Transition Property Servicing Agreement dated as of February 7, 2002  
(the "Agreement") between Central Power and Light Company, as Servicer and CPL Transition Trust,  
as Note Issuer, the Servicer does hereby certify as follows:

Capitalized terms used herein have their respective meanings as set forth in the Agreement.  
References herein to certain sections and subsections are references to the respective sections of the Agreement.

**Collection Periods:** Feb-2002 to Dec-2002  
**Payment Date:** 01/15/2003

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

i. Remittances for the 02/02 Collection Period	0.00
ii. Remittances for the 03/02 Collection Period	2,513,508.92
iii. Remittances for the 04/02 Collection Period	7,191,470.71
iv. Remittances for the 05/02 Collection Period	6,812,376.51
v. Remittances for the 06/02 Collection Period	8,123,525.45
vi. Remittances for the 07/02 Collection Period	8,150,041.56
vii. Remittances for the 08/02 Collection Period (first payment date only)*	8,147,326.87
viii. Remittances for the 09/02 Collection Period (first payment date only)*	10,154,710.06
ix. Remittances for the 10/02 Collection Period (first payment date only)*	9,208,393.19
x. Remittances for the 11/02 Collection Period (first payment date only)*	8,621,244.26
xi. Remittances for the 12/02 Collection Period (first payment date only)*	8,658,561.36
xii. Investment Earnings on Collection Account	
xiii. Investment Earnings on Capital Subaccount	58,111.81
xiv. Investment Earnings on Overcollateralization Subaccount	0.00
xv. Investment Earnings on Reserve Subaccount	0.00
xvi. Investment Earnings on General Subaccount	425,805.83
<b>xvii. General Subaccount Balance (sum of i through xvi above)</b>	<b>78,065,076.53</b>
xviii. Reserve Subaccount Balance as of Prior Payment Date	0.00
xix. Overcollateralization Subaccount Balance as of Prior Payment Date	0.00

xx. Capital Subaccount Balance as of Prior Payment Date	3,986,674.00
<b>xxi. Collection Account Balance (sum of xvii through xx above)</b>	<b>82,051,750.53</b>

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

**Series 2002-1**

i. Class A-1 Outstanding Amount	128,950,233.00
ii. Class A-2 Outstanding Amount	154,506,810.00
iii. Class A-3 Outstanding Amount	107,094,258.00
iv. Class A-4 Outstanding Amount	214,926,738.00
v. Class A-5 Outstanding Amount	191,856,858.00
<b>vi. Aggregate Outstanding Amount of all Series 2002-1 Notes</b>	<b>797,334,897.00</b>

{Add Other Series as applicable}

<b>vii. Aggregate Outstanding Amount of all Notes</b>	<b>797,334,897.00</b>
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**3. Required Funding/Payments as of Current Payment Date:**

<b><u>Series 2002-1 Principal</u></b>	<b><u>Principal Due</u></b>
i. Class A-1	31,816,702.00
ii. Class A-2	0.00
iii. Class A-3	0.00
iv. Class A-4	0.00
v. Class A-5	0.00

**vi. For all Series 2002-1 Notes**

**31,816,702.00**

{Add Other Series as applicable}

<u>Series 2002-1 Interest</u>	<u>Note Interest Rate</u>	<u>Days in Interest Period (1)</u>	<u>Principal Balance</u>	<u>Interest Due</u>
vii. Class A-1	3.54%	338	128,950,233.00	4,285,875.91
viii. Class A-2	5.01%	338	154,506,810.00	7,267,742.83
ix. Class A-3	5.56%	338	107,094,258.00	5,590,558.25
x. Class A-4	5.96%	338	214,926,738.00	12,026,822.64
xi. Class A-5	6.25%	338	191,856,858.00	11,258,267.01
<b>xii. For all Series 2002-1 Notes</b>				<b>40,429,266.65</b>

{Add Other Series as applicable}

	<u>Required Level</u>	<u>Funding Required</u>
xiii. Overcollateralization Subaccount	284,762.00	284,762.00
xiv. Capital Subaccount	3,986,674.00	0.00
	<b>4,271,436.00</b>	<b>284,762.00</b>

**Notes:**

1. On 30/360 day basis for initial payment date; otherwise use one-half of annual rate.

**4. Allocation of Remittances as of Current Payment Date Pursuant to 8.02(d) of Indenture:**

i. Trustee Fees and Expenses (subject to cap - see 8.02(e)(i) of the Indenture)	0.00
ii. Servicing Fee	398,667.00
iii. Operating Expenses (subject to cap - see 8.02(e)(iii) of the Indenture)	2,562.00
iv. Semi-Annual Interest (including any past-due for prior periods)	40,429,266.65

<u>Series 2002-1</u>	<u>Aggregate</u>	<u>Per \$1000 of Original Principal Amount</u>
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1. Class A-1 Interest Payment	4,285,875.91	\$33.2367
2. Class A-2 Interest Payment	7,267,742.83	\$47.0383
3. Class A-3 Interest Payment	5,590,558.25	\$52.2022
4. Class A-4 Interest Payment	12,026,822.64	\$55.9578
5. Class A-5 Interest Payment	11,258,267.01	\$58.6806

**40,429,266.65**

{Add Other Series as applicable}

v. Principal Due and Payable as a Result of Event of Default or on Final Maturity Date 0.00

<u><b>Series 2002-1</b></u>	<b>Per \$1000 of Original</b>	
	<u><b>Aggregate</b></u>	<u><b>Principal Amount</b></u>
1. Class A-1 Principal Payment	0.00	\$0.0000
2. Class A-2 Principal Payment	0.00	\$0.0000
3. Class A-3 Principal Payment	0.00	\$0.0000
4. Class A-4 Principal Payment	0.00	\$0.0000
5. Class A-5 Principal Payment	0.00	\$0.0000

**0.00**

{Add Other Series as Applicable}

vi. Semi-Annual Principal 31,816,702.00

<u><b>Series 2002-1</b></u>	<b>Per \$1000 of Original</b>	
	<u><b>Aggregate</b></u>	<u><b>Principal Amount</b></u>
1. Class A-1 Principal Payment	31,816,702.00	\$246.7363
2. Class A-2 Principal Payment	0.00	\$0.0000
3. Class A-3 Principal Payment	0.00	\$0.0000
4. Class A-4 Principal Payment	0.00	\$0.0000
5. Class A-5 Principal Payment	0.00	\$0.0000

**31,816,702.00**

{Add Other Series as Applicable}

**4. Allocation of Remittances as of Current Payment Date Pursuant to 8.02(d) of Indenture (continued):**

vii. Funding of Capital Subaccount (to required level)	3,986,674.00
viii. Funding of Overcollateralization Subaccount (to required level)	284,762.00
ix. Investment Earnings on Capital Subaccount Released to Note Issuer	58,111.81
x. Deposit to Reserve Subaccount	5,075,005.07
xi. Released to Note Issuer upon Retirement of all Notes	0.00
<b>xii. Aggregate Remittances as of Current Payment Date</b>	<b>82,051,750.53</b>

**5. Outstanding Amount and Collection Account Balance as of Current Payment Date (after giving effect to payments to be made on such Payment Date):**

**Series 2002-1**

i. Class A-1 Outstanding Amount	97,133,531.00
ii. Class A-2 Outstanding Amount	154,506,810.00
iii. Class A-3 Outstanding Amount	107,094,258.00
iv. Class A-4 Outstanding Amount	214,926,738.00
v. Class A-5 Outstanding Amount	191,856,858.00
<b>vi. Aggregate Outstanding Amount of all Series 2002-1 Notes</b>	<b>765,518,195.00</b>

{Add Other Series as applicable}

**vii. Aggregate Outstanding Amount of all Notes** **765,518,195.00**

viii. Reserve Subaccount Balance	5,075,005.07
ix. Overcollateralization Subaccount Balance	284,762.00
x. Capital Subaccount Balance	3,986,674.00
<b>xi. Aggregate Collection Account Balance</b>	<b>9,346,441.07</b>

**6. Subaccount Withdrawals as of Current Payment Date (if applicable, pursuant to Section 8.02(e) of Indenture):**

i. Reserve Subaccount	0.00
ii. Overcollateralization Subaccount	0.00
iii. Capital Subaccount	0.00
<b>iv. Total Withdrawals</b>	<b>0.00</b>

**7. Shortfalls In Interest and Principal Payments as of Current Payment Date:** **0.00**

i. Semi-annual Interest

**Series 2002-1**

1. Class A-1 Interest Payment	0.00
2. Class A-2 Interest Payment	0.00
3. Class A-3 Interest Payment	0.00
4. Class A-4 Interest Payment	0.00
5. Class A-5 Interest Payment	0.00
	<b>0.00</b>

{Add Other Series as Applicable}

ii. Semi-annual Principal **0.00**

**Series 2002-1**

1. Class A-1 Principal Payment	0.00
2. Class A-2 Principal Payment	0.00

3. Class A-3 Principal Payment	0.00
4. Class A-4 Principal Payment	0.00
5. Class A-5 Principal Payment	0.00
	<b>0.00</b>

{Add Other Series as Applicable}

**8 Shortfalls in Required Subaccount Levels as of Current Payment Date:**

i. Overcollateralization Subaccount	0.00
ii. Capital Subaccount	0.00
	<b>0.00</b>

IN WITNESS HEREOF, the undersigned has duly executed and delivered this Semi-Annual Servicer's Certificate this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

CENTRAL POWER AND LIGHT COMPANY, as Servicer

by: Wendy G. Hargus

title: Assistant Treasurer