

ENERGY EAST CORP
Form U-9C-3
November 29, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58

For the period ended September 30, 2004

Energy East Corporation

(Name of registered holding company)

P.O. Box 12904
Albany, NY 12212-2904

(Address of principal executive offices)

GENERAL INSTRUCTIONS

A. Use of Form

1. A reporting company, as defined herein, shall file a report on this form within 60 days after the end of each of the first three quarters, and within 90 days after the end of the fourth quarter, of the fiscal year of the registered holding company. The period beginning on the date of effectiveness of rule 58 and ending at the end of the quarter following the quarter in which the rule becomes effective shall constitute the initial period for which any report shall be filed, if applicable.
2. The requirement to provide specific information by means of this form supersedes and replaces any requirement by order of the Commission to provide identical information by means of periodic certificates under rule 24; but does not so supersede and replace any requirement by order to provide information by means of an annual report on Form U-13-60.
3. Information with respect to reporting companies that is required by Form U-13-60 shall be provided exclusively on that form.
4. Notwithstanding the specific requirements of this form, the Commission may informally request such further information as, in its opinion,

may be necessary or appropriate.

B. Statements of Monetary Amounts and Deficits

1. Amounts included in this form and in related financial statements may be expressed in whole dollars, thousands of dollars or hundred thousands of dollars.

2. Deficits and other similar entries shall be indicated by either brackets or parentheses. An explanation should be provided by footnote.

C. Formal Requirements

This form, including exhibits, shall be filed with the Commission electronically pursuant to Regulation S-T (17 CFR 232.10 *et seq.*). A conformed copy of each such report shall be filed with each state commission having jurisdiction over the retail rates of a public-utility company that is an associate company of a reporting company. Each report shall provide the name and telephone number of the person to whom inquiries concerning the report should be directed.

D. Definitions

As used in this form, the word "reporting company" means an energy-related company or gas-related company, as defined in rule 58(b). All other words and terms have the same meaning as in the Public Utility Holding Company Act of 1935, as amended, and the rules and regulations thereunder.

ITEM 1 - ORGANIZATION CHART

Instructions.

1. Complete Item 1 only for the first three calendar quarters of the fiscal year of the registered holding company.
2. Under the caption "Name of Reporting Company," list each energy-related and gas-related company and each system company that directly or indirectly holds securities thereof. Add the designation "(new)" for each reporting company of which securities were acquired during the period, and the designation "(*)" for each inactive company.
3. Under the caption "Percentage of Voting Securities Held," state the aggregate percentage of the outstanding voting securities of the reporting company held directly or indirectly by the registered holding company at the end of the quarter.
4. Provide a narrative description of each reporting company's activities during the reporting period.

Name of Reporting Company	Type of Business	State of Organization Including Date of Incorporation	Narrative	% of Voting Securities Held
Energy East Corporation	Holding company	NY (1997)	(A)	
LNG Storage Partners	Holding company	CT (2000)	(B)	16.2% by Energy East Corporation, 9.3% by CMP Group, 74.5% by

				Connecticut Energy Corporation
LNG Marketing Partners	Holding company	CT (2000)	(C)	10% by Energy East Corporation, 10% by CMP Group, 80% by Connecticut Energy Corporation
Name of Reporting Company	Type of Business	State of Organization Including Date of Incorporation	Narrative	% of Voting Securities Held
RGS Energy Group, Inc.	Holding company	NY (1998)	(D)	100% by Energy East Corporation
Energetix, Inc.	Electricity and natural gas marketer and holding company	NY (1976)	(E)	100% by RGS Energy Group, Inc.
RGS Development Corporation	*	NY (1998)	(F)	100% by RGS Energy Group, Inc.
Connecticut Energy Corporation	Holding company	CT (1999)	(G)	100% by Energy East Corporation
CNE Energy Services Group, Inc.	Energy products and services	CT (1995)	(H)	100% by Connecticut Energy Corporation
Total Peaking Services, LLC	Natural gas storage	DE (1998)	(I)	100% by LNG Storage Partners

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Nth Power Technologies Fund I, LP	Energy-related investment	CA (1996)	(J)	7.9% by CNE Energy Services Group, Inc.
CNE Peaking, LLC	Firm in-market gas supply source	DE (1998)	(K)	100% by LNG Marketing Partners
Name of Reporting Company	Type of Business	State of Organization Including Date of Incorporation	Narrative	% of Voting Securities Held
Energy East Enterprises, Inc.	Energy-related investment company	ME (1998)	(L)	100% by Energy East Corporation
New Hampshire Gas Corporation	Natural gas company	NH (1998)	(M)	100% by Energy East Enterprises, Inc.
Seneca Lake Storage, Inc.	Natural gas storage	NY (1998)	(N)	100% by Energy East Enterprises, Inc.
The Energy Network, Inc.	Energy-related investment company	DE (1992)	(O)	100% by Energy East Corporation
Energy East Solutions, Inc.	Electricity and natural gas marketer	DE (1998)	(P)	100% by The Energy Network, Inc.
NYSEG Solutions, Inc.	Electricity and natural gas marketer	NY (1998)	(Q)	100% by Energy East Solutions, Inc.
Cayuga Energy, Inc.	Energy-related investment company	DE (1998)	(R)	100% by The Energy Network, Inc.
PEI Power II, LLC	Peaking generation	PA (2000)	(S)	50.1% by Cayuga Energy, Inc.
Carthage Energy, LLC	Peaking generation	NY (1998)	(T)	100% by Cayuga Energy, Inc.

South Glens Falls Energy, LLC	Peaking generation	NY (1998)	(U)	85% by Cayuga Energy, Inc.
Name of Reporting Company	Type of Business	State of Organization Including Date of Incorporation	State of Organization	% of Voting Securities Held
CTG Resources, Inc.	Holding company	CT (1999)	(V)	100% by Energy East Corporation
TEN Companies, Inc.	Energy services	CT (1982)	(W)	100% by CTG Resources, Inc.
The Hartford Steam Company	Heating and cooling services	CT (1961)	(X)	100% by TEN Companies, Inc.
TEN Transmission Company	Natural gas transmission company	CT (1986)	(Y)	100% by TEN Companies, Inc.
CMP Group, Inc.	Holding company	ME (1999)	(Z)	100% by Energy East Corporation
Union Water Power Company	Utility services	ME (1878)	(AA)	100% by CMP Group, Inc.

* Inactive company

(A) Energy East Corporation is a public utility holding company organized under the laws of the State of New York. Energy East Corporation is a super-regional energy services and delivery company with operations in New York, Connecticut, Massachusetts, Maine and New Hampshire, with corporate offices in New York and Maine.

(B) LNG Storage Partners is a holding company that owns Total Peaking Services, LLC.

(C) LNG Marketing Partners is a holding company that owns CNE Peaking, LLC.

(D) RGS Energy Group, Inc. is a public utility holding company organized under the laws of the State of New York. RGS Energy Group, Inc. became the holding company of Rochester Gas and Electric Corporation in 1999.

(E) Energetix, Inc. markets electricity and natural gas services throughout upstate and central New York.

(F) RGS Development Corporation is inactive.

(G) Connecticut Energy Corporation is a public utility holding company organized under the laws of the State of Connecticut.

Notes Continued for Item 1:

(H) CNE Energy Services Group, Inc. has an interest in two small natural gas pipelines that serve power plants in Connecticut. CNE Energy Services Group, Inc. also leases a liquefied natural gas plant that serves the peaking gas markets in the Northeast and has an equity interest in an energy technology venture partnership.

(I) Total Peaking Services, LLC is a natural gas storage company.

(J) Nth Power Technologies Fund I, LP is an energy-related investment partnership.

(K) CNE Peaking, LLC is a firm in-market gas supply source.

(L) Energy East Enterprises, Inc. is an energy-related investment company that has natural gas companies in New Hampshire, New York and Maine.

(M) New Hampshire Gas Corporation is a natural gas company that serves customers in a small area in New Hampshire.

(N) Seneca Lake Storage, Inc. is a natural gas storage company in New York.

(O) The Energy Network, Inc. is an energy-related investment company that owns several natural gas marketing and telecommunication companies.

(P) Energy East Solutions, Inc. sells electricity and natural gas in wholesale and retail markets in the Northeast and Mid-Atlantic regions. On October 1, 2004, Energy East Solutions, inc. completed the sale of its New England and Pennsylvania natural gas customer contracts and related assets.

(Q) NYSEG Solutions, Inc. markets electricity and natural gas in central New York.

(R) Cayuga Energy, Inc. owns an electric generation facility that sells power in the New York Independent System Operator and PJM Interconnection, LLC wholesale markets at time of high demand.

(S) PEI Power II, LLC is a peaking generation company in Pennsylvania.

(T) Carthage Energy, LLC is a peaking generation company in New York.

(U) South Glens Falls Energy, LLC is a peaking generation company in New York.

(V) CTG Resources, Inc. is a public utility holding company organized under the laws of the State of Connecticut.

(W) TEN Companies, Inc. owns and manages a district heating and cooling network in Hartford, Connecticut.

(X) The Hartford Steam Company is a heating and cooling company in Hartford, Connecticut.

(Y) TEN Transmission Company is a natural gas transmission company in Hartford, Connecticut.

(Z) CMP Group, Inc. is a public utility holding company organized under the laws of the State of Maine. CMP Group, Inc. became the holding company of Central Maine Power Company in 1999.

(AA) Union Water Power Company is a utility services company providing construction, pole setting and other energy services. On July 26, 2004, Union Water Power Company sold all of the assets related to its pole setting and utility locating businesses.

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Instructions.

With respect to a transaction with an associate company, report only the type and principal amount of securities involved.

Refer to Energy East Corporation's filing on Form U-6B-2 for the quarter ended September 30, 2004, for Cayuga Energy, Inc. and South Glens Falls Energy, LLC. In addition to the Form U-6B-2 the following capital contribution occurred in the quarter:

Company Contributing Capital	Energy-Related Company Receiving Funds	Amount of Contribution
Energy East Enterprises, Inc.	New Hampshire Gas Corporation	\$100,000

ITEM 3 - ASSOCIATE TRANSACTIONS

Part I - Transactions performed by reporting companies on behalf of associate companies

Instructions.

1. This item is used to report the performance during the quarter of contracts among reporting companies and their associate companies, including other reporting companies, for service, sales and construction. A copy of any such contract not filed previously should be provided as an exhibit pursuant to Item 6.B.

Reporting Company Rendering Services	Associate Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
CNE Energy Services Group, Inc.	Energy East Solutions, Inc.	Marketing / Sales	\$164,400	-	-	\$164,400
CNE Energy Services Group, Inc.	TEN Transmission Company	Support Services	\$5,451	-	-	\$5,451
CNE Energy Services Group, Inc.	CNE Peaking, LLC	Marketing / Sales	\$28,792	-	-	\$28,792
CNE Peaking, LLC	Southern Connecticut Gas Company	Natural Gas Sales	\$1,536,632	-	-	\$1,536,632
Reporting Company Rendering Services	Associate Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed

Energy East Solutions, Inc.	TEN Companies, Inc.	Gas Supply	\$1,236,276	-	-	\$1,236,276
Energy East Solutions, Inc.	PEI Power II, LLC	Gas Supply	\$445,895	-	-	\$445,895
PEI Power II, LLC	NYSEG Solutions, Inc.	Electric Supply	\$107,546	-	-	\$107,546
Hartford Steam Company	Connecticut Natural Gas Corporation	Steam	\$21,844	-	-	\$21,844

Part II - Transactions performed by associate companies on behalf of reporting companies

Instructions.

2. Parts I and II concern transactions performed by reporting companies on behalf of associate companies, and transactions performed by associate companies on behalf of reporting companies, respectively.

Associate Company Rendering Services	Reporting Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
Southern Connecticut Gas Company	CNE Energy Services Group	Operational Services	\$35,435	-	-	\$35,435
Connecticut Natural Gas Corporation	TEN Companies, Inc.	Operational and Support Services	\$45,940	-	-	\$45,940
Connecticut Natural Gas Corporation	TEN Companies, Inc.	Property Rental	\$25,839	-	-	\$25,839
Rochester Gas and Electric Corporation	Energetix, Inc.	Operational and Support Services	\$89,686	-	-	\$89,686

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Associate Company Rendering Services	Reporting Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
Southern Connecticut Gas Company	CNE Peaking, LLC	Sales / Services	\$285,693	-	-	\$285,693
Southern Connecticut Gas Company	Total Peaking Services, LLC	Rents / Support Services	\$167,637	-	-	\$167,637
Southern Connecticut Gas Company	CNE Energy Services Group, Inc.	Support Services	\$31,923	\$11,576	-	\$43,499
Southern Connecticut Gas Company	CNE Energy Services Group, Inc.	Rent	\$19,932	-	-	\$19,932
TEN Companies, Inc.	CNE Energy Services Group, Inc.	Management Services	\$15,000	-	-	\$15,000
Rochester Gas and Electric Corporation	Energetix, Inc.	Gas and Electric Distribution	\$13,548	-	-	\$13,548
Energy East Solutions	Energetix, Inc.	Gas Supply	\$1,929,903	-	-	\$1,929,903
Rochester Gas and Electric Corporation	Energetix, Inc.	Gas Storage	\$3,944,965	-	-	\$3,944,965
Rochester Gas and Electric Corporation	Energetix, Inc.	Support Services	\$88,953	-	-	\$88,953
NYSEG Solutions, Inc.	Energetix, Inc.	Electric Supply ICAP	\$106,117	-	-	\$106,117
New York State Electric & Gas Corporation	Energy East Solutions, Inc.	Gas Supply	\$4,767	-	-	\$4,767

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Associate Company Rendering Services	Reporting Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
Energy East Solutions, Inc.	NYSEG Solutions, Inc.	Gas Supply	\$1,728,906	-	-	\$1,728,906
South Glens Falls Energy, LLC	NYSEG Solutions, Inc.	Electric Supply	\$377,969	-	-	\$377,969
Carthage Energy, LLC	NYSEG Solutions, Inc.	Electric Supply	\$936,852	-	-	\$936,852
New York State Electric & Gas Corporation	NYSEG Solutions, Inc.	Support Services	-	\$979,376	-	\$979,376
NYSEG Solutions, Inc.	South Glens Falls Energy, LLC	Gas Supply	\$988,758	-	-	\$988,758
NYSEG Solutions, Inc.	Carthage Energy, LLC	Gas Supply	\$210,175	-	-	\$210,175
Central Maine Power Company	Union Water Power Company	Billing	\$868	-	-	\$868

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in Energy-Related Companies:

Energy East Corporation

(\$ in Thousands)

Total consolidated capitalization as of September 30, 2004	\$5,499,572	line 1
Total capitalization multiplied by 15% (line 1 multiplied by 0.15)	\$824,936	line 2
Greater of \$50 million or line 2	\$824,936	line 3

Total current aggregate investment:
(categorized by major line of
energy-related business)

Category i (energy management services and
demand side management) *

Category v (brokering and marketing of
energy commodities) *

Category vi (production, conversion, sale and
distribution of thermal energy products) *

Category viii (development, ownership and
operation of "qualifying facilities" under the
Public Utility Regulatory Policy Act of 1978) *

Category ix (fuel transportation, handling and
storage facilities) *

[REDACTED]

Total current aggregate investment \$53,801 line 4

[REDACTED]

Difference between the greater of
\$50 million or 15% of capitalization and
the total aggregate investment of the
registered holding company system
(line 3 less line 4)

\$771,135 line 5

Investments in gas-related companies:

LNG Storage Partners \$8,488

LNG Marketing Partners \$9,044

[REDACTED]

Total current aggregate investment: \$17,532

[REDACTED]

* Items filed confidentially pursuant to rule 104.

ITEM 5 - OTHER INVESTMENTS

This item concerns investments in energy-related and gas-related companies that are excluded from the calculation of aggregate investment under rule 58.

Major Line of Energy- Related Business	Other Investment in Last U-9C-3 Report	Other Investment in This U-9C-3 Report	Reason for Differences in Other Investment
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Items filed confidentially pursuant to rule 104.

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

Copies of the balance sheet (Exhibit 6A-1) and income statements (Exhibit 6A-2) for certain companies listed in Item 1 are filed confidentially pursuant to rule 104.

Financial Statements:

LNG Storage Partners

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

LNG Marketing Partners

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

Energetix, Inc.

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

CNE Energy Services Group, Inc.

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

Total Peaking Services, LLC

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

CNE Peaking, LLC

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

New Hampshire Gas Corporation

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

Seneca Lake Storage, Inc.

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

Energy East Solutions, Inc.

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

NYSEG Solutions, Inc.

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

Cayuga Energy, Inc.

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

PEI Power II, LLC

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

Carthage Energy, LLC

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

South Glens Falls Energy, LLC

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

TEN Companies, Inc.

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

The Hartford Steam Company

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

TEN Transmission Company

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

Union Water Power Company

Balance Sheet - As of September 30, 2004

Income Statement - Three Months and Nine Months Ended September 30, 2004

B. Exhibits

1. Copies of contracts required to be provided by Item 3 shall be filed as exhibits.

None.

2. A certificate stating that a copy of the report for the previous quarter has been filed with interested state

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commissions shall be filed as an exhibit. The certificate shall provide the names and addresses of the state commissions.

With the signature below, the company certifies that a conformed copy of Form U-9C-3 for the previous quarter has been filed with the following state commissions:

Honorable Janet H. Deixler
Secretary
NYS Department of Public Service
3 Empire State Plaza
Albany, NY 12223

Mr. Dennis Keschl
Administrative Director
Maine Public Utility Commission
242 State Street
18 State House Station
Augusta, ME 04333-0018

Louise Rickard
Executive Secretary
Department of Public Utility Control
10 Franklin Square
New Britain, CT 06051

The Commonwealth of Massachusetts
Department of Telecommunications & Energy
Office of Utility Accounting
One South Station
Boston, MA 02110

S I G N A T U R E

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the undersigned company has duly caused this Certificate to be signed on its behalf by the undersigned thereunto duly authorized.

Energy East Corporation

November 29, 2004

By: /s/Robert E. Rude
Name: Robert E. Rude

Title: Vice President and Controller