

ENERGY EAST CORP  
Form 35-CERT  
March 29, 2005

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

---

IN THE MATTER OF  
ENERGY EAST CORPORATION

CERTIFICATE PURSUANT TO RULE 24

File No. 70-9609

(Public Utility Holding Company Act of 1935)

---

This Certificate of Notification (the "Certificate") is filed by Energy East Corporation ("Energy East"), a New York corporation and registered holding company under the Public Utility Holding Company Act of 1935, as amended (the "Act"). The transactions proposed in the Form U-1 Application, as amended (the "Application") of Energy East in File No. 70-9609 were authorized by Order of the Securities and Exchange Commission (the "Commission") dated January 28, 2003 (the "Order"). Energy East hereby certifies the matters set forth below pursuant to Rule 24 of the rules under the Act for the period October 1, 2004, through December 31, 2004.

- (a) The sales of any Common Stock or Preferred Securities by Energy East and the purchase price per share and the market price per share at the date of the agreement of sale:

None

- (b) The total number of shares of Common Stock issued or issuable under options granted during the quarter under Energy East's dividend reinvestment plan and employee benefit plans or otherwise, including any plans subsequently adopted:

Under the Investors Services Program, 218,091 shares of Energy East common stock were issued. Under employee benefit plans, 17,643 shares of Energy East common stock were purchased in the open market; under the Restricted Stock Plan no shares of Energy East common stock were issued out of treasury stock; under the 2000 Stock Option Plan 720,000 options/SARs with respect to Energy East common stock were granted during the quarter, of those 239,000 vested during that time period.

- (c) If Common Stock has been transferred to a seller of securities of a company or assets being acquired, the number of shares so issued, the value per share and whether the shares are restricted to the acquiror:

None

Edgar Filing: ENERGY EAST CORP - Form 35-CERT

- (d) The name of the guarantor and of the beneficiary of any guaranteed note, Energy East Guaranty, Intermediate Holding Company Guaranty or Nonutility Subsidiary Guaranty issued during the quarter, and the amount, terms and purpose of the guaranty:

<u>Guarantor</u>	<u>Beneficiary</u>	<u>Amount</u>	<u>Terms</u>		<u>Purpose</u>
			<u>Start Date</u>	<u>Expiration Date</u>	
Energy East Corporation	Emera Energy Services, Inc.	\$1,000,000(1)	10/28/04	06/30/05	Gas Purchases
Energy East Corporation	Mirant Americas Energy Marketing, LP	\$500,000	11/15/04	12/31/05	Gas/Electricity Purchases
Energy East Corporation	Constellation Power Source, Inc.	\$10,000,000(2)	12/21/04	12/31/05	Electricity Purchases
Energy East Corporation	Coral Energy Holding L.P.	\$8,500,000(3)	12/21/04	12/31/05	Electricity Purchases
Energy East Corporation	Sempra Energy Trading Corporation	\$1,000,000	12/21/04	12/31/05	Gas/Electricity Purchases
Energy East Corporation	Amerada Hess Corporation	\$1,000,000	12/21/04	12/31/05	Gas/Electricity Purchases

(1) Guarantee was an amendment, which increased the previous amount of the guarantee to the amount shown.

(2) Guarantee was an amendment, which extended the expiration date and increased the previous amount of the guarantee to the date and amount shown.

(3) Guarantee was an amendment, which extended the expiration date to the date shown.

- (e) The amount and terms of any Debentures issued during the quarter:

None

- (f) The amount and terms of any financings consummated by any Nonutility Subsidiary during the quarter that are not exempt under rule 52:

None

- (g) The notional amount and principal terms of any Interest Rate Hedge or Anticipatory Hedge entered into during the quarter and the identity of the parties to the instruments:

In December 2004 NYSEG hedged an anticipated September 2005 financing need by executing a forward starting swap with a notational amount of \$100 million and a 10-year tenor. The forward fixed rate is locked-in at 4.789%. The counter party is JP Morgan Chase.

- (h) The name, parent company, and amount invested in any Intermediate Subsidiary or Financing Subsidiary during the quarter:

None

- (i) A list of U-6B-2 statements filed with the Commission during the quarter, including the name of the filing entity and the date of filing:

None

- (j) The amount and terms of any short-term debt issued by Energy East during the quarter:

Energy East issued short-term debt in the form of a bank credit facility and commercial paper during the quarter in amounts ranging from \$1.1 million to \$20.1 million, at interest rates ranging from 1.85% per annum to 2.36% per annum, and with a maximum amount outstanding of \$20.1 million.

- (k) The amount and terms of any short-term debt issued by any Utility Subsidiary during the quarter:

New York State Electric & Gas Corporation issued commercial paper during the quarter in amounts ranging from \$0.7 million to \$25.0 million, at interest rates ranging from 1.85% per annum to 2.50% per annum, and with a maximum amount outstanding of \$75.0 million.

Central Maine Power Company issued short-term debt in the form of a bank credit facility during the quarter in amounts ranging from \$0.3 million to \$12.5 million, at interest rates ranging from 2.16% per annum to 3.31% per annum, and with a maximum amount outstanding of \$42.0 million.

Connecticut Natural Gas Corporation issued short-term debt in the form of bank credit facilities during the quarter in amounts ranging from \$9.0 million to \$36.0 million, at interest rates ranging from 2.47% per annum to 3.00% per annum, and with a maximum amount outstanding of \$59.0 million.

The Southern Connecticut Gas Company issued short-term debt in the form of a bank credit facility during the quarter in amounts ranging from \$7.0 million to \$26.0 million, at interest rates ranging from 2.47% per annum to 3.00% per annum, and with a maximum amount outstanding of \$48.0 million.

The Berkshire Gas Company issued short-term debt in the form of a bank credit facility during the quarter in amounts ranging from \$1.0 million to \$3.0 million, at interest rates ranging from 2.89% per annum to 3.37% per annum, and with a maximum amount outstanding of \$4.0 million.

- (l) The amount and terms of any short-term debt issued by any Intermediate Holding Company during the quarter:

None

- (m) Consolidated balance sheets as of the end of the quarter and separate balance sheets as of the end of the quarter of each company, including Energy East, that has engaged in jurisdictional financing transactions during the quarter:

Consolidated balance sheet of Energy East as of December 31, 2004, included in Energy East's Form 10-K for the year ended December 31, 2004, File No. 1-14766 and incorporated by reference.

Balance sheet of New York State Electric & Gas Corporation as of December 31, 2004, included in New York State Electric & Gas Corporation's 10-K for the year ended December 31, 2004, File No. 1-3103-2 and incorporated by reference.

Consolidated Balance sheet of Central Maine Power Company as of December 31, 2004, included in Central Maine Power Company's 10-K for the year ended December 31, 2004, File No. 1-5139 and incorporated by reference.

Balance sheet of Connecticut Natural Gas Corporation as of December 31, 2004, filed confidentially pursuant to Rule 104.

Balance sheet of The Southern Connecticut Gas Company as of December 31, 2004, filed confidentially pursuant to Rule 104.

Balance sheet of The Berkshire Gas Company as of December 31, 2004, filed confidentially pursuant to Rule 104.

- (n) A table showing, as of the end of the quarter, the dollar and percentage components of the capital structures of Energy East on a consolidated basis, each Intermediate Holding Company and each Utility Subsidiary:

Capital structure tables of Energy East on a consolidated basis, each Intermediate Holding Company and each Utility Subsidiary filed confidentially pursuant to Rule 104.

- (o) A retained earnings analysis of Energy East on a consolidated basis, each Intermediate Holding Company and each Utility Subsidiary detailing gross earnings, goodwill amortization, dividends paid out of each capital account, and the resulting capital account balances at the end of the quarter:

Retained earnings analysis of Energy East on a consolidated basis, each Intermediate Holding Company and each Utility Subsidiary filed confidentially pursuant to Rule 104.

- (p) The amount of any tax credit or loss carryover generated by Energy East during the preceding taxable year as a result of interest expense on Acquisition Debt and Previous Acquisition Debt:

Energy East's filing of its 2003 consolidated federal and state income tax returns did not produce any tax credit or loss carryovers as a result of either interest expense on Acquisition Debt or Previous Acquisition Debt.

- (q) A description of how the income tax credit and/or income tax liability was calculated and allocated to all companies included in the consolidated tax return, showing all of Energy East's interest costs and any assumptions used in the calculations:

The description of how the income tax credit and/or income tax liability was calculated and allocated, showing all of Energy East's interest costs filed confidentially pursuant to Rule 104.

- (r) A statement that the allocation of tax credits and liabilities was conducted in accordance with the Tax Allocation Agreement in effect and filed as an exhibit:

Energy East has allocated its 2003 combined tax liability and credits to its subsidiaries and affiliates

in accordance with the Tax Sharing Agreement that was approved by the United States Securities and Exchange Commission.

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

March 29, 2005

By: /s/Robert D. Kump

Name: Robert D. Kump

Title: Vice President, Treasurer & Secretary