

ENERGY EAST CORP
Form U-9C-3
November 29, 2005

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, 2005

Energy East Corporation

(Name of registered holding company)

52 Farm View Drive
New Gloucester, Maine 04260

(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) | 20.09% by Energy East Corporation, 11.06% by CMP Group, 68.85% 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 | NY (1976) | (E) | 100% by RGS Energy Group, Inc. |
| Connecticut Energy Corporation | Holding company | CT (1999) | (F) | 100% by Energy East Corporation |
| CNE Energy Services Group, Inc. | Energy products and services | CT (1995) | (G) | 100% by Connecticut Energy Corporation |
| Total Peaking Services, LLC | Natural gas storage | DE (1998) | (H) | 100% by LNG Storage Partners |
| Nth Power Technologies Fund I, LP | Energy-related investment | CA (1996) | (I) | 7.9% by CNE Energy Services Group, Inc. |
| CNE Peaking, LLC | Firm in-market gas supply source | DE (1998) | (J) | 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) | (K) | 100% by Energy East Corporation |
| New Hampshire Gas Corporation | Natural gas company | NH (1998) | (L) | 100% by Energy East Enterprises, Inc. |
| Seneca Lake Storage, Inc. | Natural gas storage | NY (1998) | (M) | 100% by Energy East Enterprises, Inc. |
| The Energy Network, Inc | Energy-related investment company | DE (1992) | (N) | 100% by Energy East Corporation |
| Energy East Solutions, Inc. | Energy-related investment company | DE (1998) | (O) | 100% by The Energy Network, Inc. |
| NYSEG Solutions, Inc. | Electricity and natural gas marketer | NY (1998) | (P) | 100% by Energy East Solutions, Inc. |
| Cayuga Energy, Inc. | Energy-related investment company | DE (1998) | (Q) | 100% by The Energy Network, Inc. |
| PEI Power II, LLC | Peaking generation | PA (2000) | (R) | 50.1% by Cayuga Energy, Inc. |
| Carthage Energy, LLC | Peaking generation | NY (1998) | (S) | 100% by Cayuga Energy, Inc. |
| South Glens Falls Energy, LLC | Peaking generation | NY (1998) | (T) | 85% by Cayuga Energy, Inc. |

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

(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, and 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 and New York State Electric & Gas Corporation in 2002.

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

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

Notes Continued for Item 1:

(G) 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.

- (H) Total Peaking Services, LLC is a natural gas storage company.
- (I) Nth Power Technologies Fund I, LP is an energy-related investment partnership.
- (J) CNE Peaking, LLC is a firm in-market gas supply source.
- (K) Energy East Enterprises, Inc. is an energy-related investment company that owns natural gas companies in New Hampshire, New York and Maine.
- (L) New Hampshire Gas Corporation is a natural gas company that serves customers in a small area in New Hampshire.
- (M) Seneca Lake Storage, Inc. is a natural gas storage company in New York.
- (N) The Energy Network, Inc. is an energy-related investment company that owns several natural gas marketing and telecommunication companies.
- (O) Energy East Solutions, Inc. is an intermediate investment company that owns NYSEG Solutions, Inc.
- (P) NYSEG Solutions, Inc. markets electricity and natural gas in central New York.
- (Q) 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 times of high demand.
- (R) PEI Power II, LLC is a peaking generation company in Pennsylvania.
- (S) Carthage Energy, LLC is a peaking generation company in New York.
- (T) South Glens Falls Energy, LLC is a peaking generation company in New York.
- (U) CTG Resources, Inc. is a public utility holding company organized under the laws of the State of Connecticut.
- (V) TEN Companies, Inc. owns and manages a district heating and cooling network in Hartford, Connecticut.
- (W) The Hartford Steam Company is a district heating and cooling company in Hartford, Connecticut.
- (X) TEN Transmission Company is a natural gas transmission company in Hartford, Connecticut.
- (Y) 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.
- (Z) Union Water Power Company is an energy services company.

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, 2005, for Cayuga Energy, Inc., Carthage Energy, LLC, South Glens Falls Energy, LLC, Utility Shared Services Corporation and Energy East Management Corporation. In addition to sales of securities reported on the Form U-6B-2 the following capital contributions occurred during the quarter:

| Company Contributing Capital | Energy-Related Company Receiving Funds | Amount of Contribution |
|---------------------------------|---|---------------------------|
| Energy East Corporation | Energy East Enterprises, Inc. | \$150,000 |
| Energy East Enterprises, Inc. | New Hampshire Gas | \$150,000 |
| The Energy Network, Inc. | Cayuga Energy, Inc. | \$1,322,000 |
| Energy East Solutions, Inc. | NYSEG Solutions, Inc. | \$3,565,000 |
| The Energy Network, Inc. | Energy East Solutions, Inc. | \$3,140,000 |
| The Energy Network, Inc. | Energy East Telecommunications | \$64,000 |

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 |
|--------------------------------------|---|----------------------------|----------------------|------------------------|-----------------|---------------------|
| NYSEG Solutions, Inc. | New York State Electric & Gas Corporation | Operational Services | \$1,397,661 | - | - | \$1,397,661 |
| Energetix Corporation | New York State Electric & Gas Corporation | Natural Gas - LIRA Program | \$106,538 | - | - | \$106,538 |

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 |
|--------------------------------------|--------------------------------------|----------------------------|----------------------|------------------------|-----------------|---------------------|
| Central Maine Power Company | MaineCom Services | Support Services | - | \$1,976 | - | \$1,976 |
| Union Water-Power Company | MaineCom Services | Support Services | - | \$(4,290) | - | \$(4,290) |
| Central Maine Power Company | Union Water Power Company | Support Services | - | \$867 | - | \$867 |

| Associate Company Rendering Services | Reporting Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|---|---|----------------------------------|----------------------------|------------------------------|-----------------------|---------------------------|
| New York State Electric & Gas Corporation | Energetix Corporation | Natural Gas Storage | \$2,891 | - | - | \$2,891 |
| RGS Energy Group, Inc. | Energetix Corporation | Support Services | \$(126,850) | - | - | \$(126,850) |
| Rochester Gas and Electric Corporation | Energetix Corporation | Natural Gas Storage | \$(747,155) | - | - | \$(747,155) |
| Rochester Gas and Electric Corporation | Energetix Corporation | Operational Services | \$219,524 | - | - | \$219,524 |
| Connecticut Natural Gas Corporation | TEN Companies, Inc. | Property Rental | \$25,162 | - | - | \$25,162 |

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

*Investments in Energy-Related Companies:***Energy East Corporation**

(\$ in Thousands)

| | | |
|--|-------------|--------|
| Total consolidated capitalization as of September 30, 2005 | \$5,521,332 | line 1 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | \$828,200 | line 2 |
| Greater of \$50 million or line 2 | \$828,200 | line 3 |
| Total current aggregate investment: (categorized by major line of energy-related business) | | |

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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 \$32,973 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) \$795,227 line 5

Investments in gas-related companies:

LNG Storage Partners \$7,635

LNG Marketing Partners \$10,583

[REDACTED]

Total current aggregate investment: \$18,218

[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 |
|--|--|--|--|
|--|--|--|--|

[REDACTED]

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, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

LNG Marketing Partners

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

Energetix, Inc.

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

CNE Energy Services Group, Inc.

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

Total Peaking Services, LLC

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

CNE Peaking, LLC

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

New Hampshire Gas Corporation

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

Seneca Lake Storage, Inc.

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

Energy East Solutions, Inc.

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

NYSEG Solutions, Inc.

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

Cayuga Energy, Inc.

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

PEI Power II, LLC

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

Carthage Energy, LLC

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

South Glens Falls Energy, LLC

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

TEN Companies, Inc.

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

The Hartford Steam Company

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

TEN Transmission Company

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

Union Water Power Company

Balance Sheet - As of September 30, 2005

Income Statement - Three Months and Nine Months Ended September 30, 2005

B. Exhibits

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

Copies of Service Agreements required by Item 3 are filed confidentially pursuant to rule 104.

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

Jaclyn A. Brilling
Secretary to the Commission
New York State Department of Public Service
3 Empire State Plaza
Albany, NY 12223-1350

Mr. Patrick Damon
Administrative Director
Maine Public Utilities Commission
242 State Street, State House Station 18
Augusta, ME 04333

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

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, 2005

By: /s/ Robert D. Kump

Name: Robert D. Kump

Title: Vice President, Controller & Chief Accounting Officer