

ENERGY EAST CORP
Form 11-K/A
July 14, 2008

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

FORM 11-K/A
Amendment No. 1

(Mark one)

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2007**

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-14766

Full title of the plan and the address of the plan, if different from
that of the issuer named below:

Rochester Gas and Electric Corporation
Savings Plus Plan
89 East Avenue
Rochester, New York 14649

Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office:

Energy East Corporation
52 Farm View Drive
New Gloucester, Maine 04260-5116

Explanatory Note:

This Form 11-K/A has been filed to correct a typographical error in the Consent of Independent Registered Public Accounting Firm in Exhibit 23.

REQUIRED INFORMATION

The Rochester Gas and Electric Corporation Savings Plus Plan (Plan) is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the financial statements of the Plan for the two fiscal years ended December 31, 2007 and 2006 and supplemental schedules, which have been prepared in accordance with the financial reporting requirements of ERISA, are attached hereto as Appendix 1 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Committee to administer the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Rochester Gas and Electric Corporation
Savings Plus Plan

Date: June 27, 2008 By /s/ Richard R. Benson
Richard R. Benson
Committee Member

Date: June 27, 2008 By /s/ Robert D. Kump
Robert D. Kump
Committee Member

Date: June 27, 2008 By /s/ Joseph Syta
Joseph Syta
Committee Member

Date: June 27, 2008 By /s/ F. Michael McClain
F. Michael McClain
Committee Member

APPENDIX 1

ROCHESTER GAS AND ELECTRIC CORPORATION
SAVINGS PLUS PLAN

STATEMENTS OF NET ASSETS AS OF DECEMBER 31, 2007 and 2006
STATEMENTS OF CHANGES IN NET ASSETS FOR THE YEARS ENDED
DECEMBER 31, 2007, and 2006
SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2007

Rochester Gas and Electric Corporation
Savings Plus Plan
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Consent of Independent Registered Public Accounting Firm - Baker Newman & Noyes, LLC	Exhibit 23
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*Other supplemental schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED ACCOUNTING FIRM

To the Participants and Administrative Committee of the
Rochester Gas & Electric Corporation
Savings Plus Plan

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We have audited the accompanying statements of net assets available for benefits of the Rochester Gas & Electric Corporation Savings Plus Plan (the Plan) as of December 31, 2007 and 2006, and the related statements of changes in net assets available for benefits for the years ended December 31, 2007 and 2006. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Rochester Gas & Electric Corporation Savings Plus Plan as of December 31, 2007 and 2006, and the changes in net assets available for benefits for the years ended December 31, 2007 and 2006, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2007, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the United States Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Baker Newman & Noyes

Limited Liability Company

Portland, Maine
June 26, 2008

Rochester Gas and Electric Corporation
Savings Plus Plan
Statements of Net Assets Available for Benefits
December 31, 2007 and 2006

	<u>2007</u>	<u>2006</u>
Assets:		
Investments:		
Cash and cash equivalents	\$ -	\$ 7,292
Registered investment companies	122,784,543	198,282,516
Common and collective trusts	83,331,228	-

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Stable Value Fund	66,005,689	69,716,354
Energy East Corporation Stock Fund	17,690,821	15,649,201
Participant loans	5,430,952	5,308,260
	<u>295,243,233</u>	<u>288,963,623</u>
Receivables:		
Contributions receivable	<u>809,006</u>	<u>304,840</u>
Net assets reflecting all investments at fair value	296,052,239	289,268,463
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	1,859,352	1,154,695
Net assets available for benefits	<u>\$ 297,911,591</u>	<u>\$ 290,423,158</u>
See notes to financial statements.		

Rochester Gas and Electric Corporation
Savings Plus Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2007 and 2006

	<u>2007</u>	<u>2006</u>
Additions:		
Investment income:		
Net appreciation in fair value of investments	\$ 5,481,441	\$ 21,701,429
Interest and dividends	14,212,783	9,929,414
	<u>19,694,224</u>	<u>31,630,843</u>
Contributions:		
Participant	8,087,282	8,420,612
Employer	2,352,886	1,852,135
Transfers from other qualified plans	-	165,274
	<u>10,440,168</u>	<u>10,438,021</u>
Total additions	<u>30,134,392</u>	<u>42,068,864</u>
Deductions:		
Benefits paid to participants	21,706,041	19,584,905
Transfers to other qualified plans	<u>939,918</u>	<u>-</u>

Total deductions	22,645,959	19,584,905
Net increase	7,488,433	22,483,959
Net assets available for benefits:		
Beginning of year	290,423,158	267,939,199
End of year	\$ 297,911,591	\$ 290,423,158
See notes to financial statements.		

Rochester Gas and Electric Corporation
Savings Plus Plan
Notes to Financial Statements
December 31, 2007 and 2006

1. DESCRIPTION OF THE PLAN

The following description of the Rochester Gas and Electric Corporation Savings Plus Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established effective January 1, 1985 by Rochester Gas and Electric Corporation (the Company) under the provisions of Section 401(a) of the Internal Revenue Code (Code), and it includes a qualified cash or deferred arrangement as described in Section 401(k) of the Code for the benefit of eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974. The Plan Administrator is the Company and an Administrative Committee has been appointed to serve as manager of the Plan.

The Plan is a defined contribution plan covering both non-union and union employees of the Company, as well as employees of Energy East Corporation's (Energy East) family of companies that elect to participate under the Plan provisions. Energy East, the parent corporation of the Company, through its subsidiaries, delivers electricity and natural gas to retail customers and provides electricity, natural gas, energy management and other services to retail and wholesale customers in the Northeast.

Eligibility

An employee may become a participant in the Plan as of the first day of any calendar month following their date of hire or any time thereafter.

Contributions

Contributions to the Plan are allocated to participant accounts. Participants can direct the investment of their contributions into various investment options offered by the Plan.

Participant contributions range from 1% to 50% of the participant's eligible compensation which includes base earnings plus shift differential, certain commissions and any eligible bonuses from the Company's Group Incentive Plan. Participant contributions are subject to limitations stipulated by the Code. As of January 1, 2002, participants

age 50 or over by the end of the Plan year can make an additional contribution to the Plan in accordance with and subject to the limitations of Section 414(v) of the Code. The maximum additional contribution was \$5,000 in 2007 and 2006.

As of April 1, 2002, the Plan accepts rollovers from other qualified plans, as well as 403(b) and government 457 plans, traditional Individual Retirement Accounts (IRAs), conduit IRAs (but not Roth IRAs), after-tax distributions from employer retirement plans and spousal death benefit payments.

The Energy East Corporation Stock Fund is an Employee Stock Ownership Plan (ESOP). Dividends from the ESOP may be reinvested or taken in cash. The Company contributes solely to the Energy East Corporation Stock Fund an amount equivalent to 50% of the first 6% of participant's contributions. The participant can transfer the Company's matching contribution in the Energy East Corporation Stock Fund to other investment options within the Plan. (See Note 4).

Rochester Gas and Electric Corporation
Savings Plus Plan
Notes to Financial Statements
December 31, 2007 and 2006

1. DESCRIPTION OF THE PLAN (Continued)

Benefit Payments

Upon termination, a participant may elect either a lump sum amount equal to the value of the participant's interest in the participant's account, or installments over a period permissible under the Code. Distributions from all investment options, except the Energy East Corporation Stock Fund, are made in cash. Distributions from the Energy East Corporation Stock Fund are made in either whole shares of Energy East common stock or in cash, as specified by the participant, except as may otherwise be determined by the Plan's Administrative Committee, and except that the value of any fractional share shall be paid in cash.

Vesting

Participants have full and immediate vesting rights in participant and employer contributions, investment earnings and other amounts allocated to their accounts.

Participant Loans

Participants may, under certain circumstances, borrow against their account balances. The principal amount of the loan is subject to certain limitations as defined in the Plan document. The term of the loan may not exceed five years for general purpose loans or fifteen years for primary residence loans, and the interest rate will be equal to the prime interest rate listed in the Wall Street Journal on the first business day of the month in which the loan is issued plus 1%. This provides the Plan with a return commensurate with the interest rate charged by persons in the business of lending money for loans which would be made under similar circumstances. The loan must be repaid by payroll deductions over the term of the loan. Loan payments are credited to an applicable fund based upon the participant's current elections. If a participant's employment terminates for any reason, the loan will become immediately due and payable and must be paid within 90 days from the date of termination or will be considered a taxable distribution to the participant. The interest rate on loans outstanding at year end range from 4.00% to 9.25% for 2007 and 2006.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements are prepared on an accrual basis and in conformity with accounting principles generally accepted in the United States of America, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment*

Companies Subject to the AICPA Investment Company Guide and Defined -Contribution Health and Welfare and Pension Plans (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to

Rochester Gas and Electric Corporation
Savings Plus Plan
Notes to Financial Statements
December 31, 2007 and 2006

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment for the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies are valued at the net asset value of the shares held by the Plan at year-end. Units in common and collective trusts are valued based on the net asset value of units held by the Plan at year end. The investments and wrapper contracts underlying the Stable Value Fund are valued at fair value; the investments' fair value is based on the underlying net assets of the commingled trust funds and the wrapper contracts' fair values are based on a replacement cost methodology that compares replacement fees to actual fees on a discounted basis. The Energy East Corporation Stock Fund, comprised solely of Energy East common stock, is valued at its quoted market price at year-end. Participant loans are valued at cost, which approximates fair value.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date.

Net Assets Available for Benefits

Net assets available for benefits are reported at fair value for all investments other than the Stable Value Fund, which is reported at an amount that reflects the contract value for the Stable Value Fund since that amount is the most relevant measure for the Plan's participants.

Payments of Benefits

Benefits are recorded when paid.

Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it has the right to discontinue contributions at any time and terminate the Plan subject to the provisions of the Company's collective bargaining agreement. In the event of termination of the Plan, the net assets of the Plan are set aside, first, for payment of all Plan expenses and, second, for distribution to the participants, based upon the balances in their individual accounts.

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, fixed income securities, mutual funds, and other investment securities offered by the Plan. Investment securities are exposed to various risks such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in values in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Rochester Gas and Electric Corporation
Savings Plus Plan
Notes to Financial Statements
December 31, 2007 and 2006

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounting Principles Not Yet Adopted

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement 157. Changes from current practice that will result from the application of Statement 157 relate to the definition of fair value, the methods used to measure fair value, and expanded disclosures about fair value measurements. Statement 157 applies under other accounting pronouncements that require or permit fair value measurements in which the FASB previously concluded that fair value is the relevant measurement attribute, but does not require any new fair value measurements. The Plan will adopt Statement 157 in 2008; the adoption is not expected to significantly affect the Plan's net assets or change in net assets.

3. INVESTMENTS

A summary of the investments at December 31, 2007 and 2006 is as follows:

	2007
	Major Credit Ratings
	Investments at Fair Value
Registered investment companies	\$122,784,543
Common and collective trusts	83,331,228
Stable Value Fund:	
Intermediate Bond Fund	64,791,741

Liquidity Fund	1,213,948
Wrapper contracts	AA -
	66,005,689
Energy East Corporation Stock Fund	17,690,821
Participant loans	5,430,952
Total	\$295,243,233

-

	2006
Major Credit Ratings	Investments at Fair Value
Cash and cash equivalents	\$ 7,292
Registered investment companies	198,282,516
Stable Value Fund:	
Intermediate Bond Fund	67,996,690
Liquidity Fund	1,719,664
Wrapper contracts	AA-AAA -
	69,716,354
Energy East Corporation Stock Fund	15,649,201
Participant loans	5,308,260
Total	\$288,963,623

Rochester Gas and Electric Corporation
Savings Plus Plan
Notes to Financial Statements
December 31, 2007 and 2006

3. INVESTMENTS (Continued)

Approximately 17% of the underlying investments in the Intermediate Bond Fund have been valued at fair value by the fund advisor at December 31, 2007 and December 31, 2006.

The adjustment from fair value to contract value for fully benefit responsive investment contracts of \$1,859,352 and \$1,154,695 at December 31, 2007 and 2006, respectively, relates entirely to the Stable Value Fund.

The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2007 and 2006:

2007	2006
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T. Rowe Price Growth Stock Fund	\$ -	\$ 36,894,717
Fidelity Diversified International Fund	22,152,215	18,493,494
T. Rowe Price Equity Income Fund	-	48,044,751
T. Rowe Price Small Cap Value Fund	-	16,024,443
Energy East Corporation Stock Fund	17,690,821	15,649,201
Pimco Total Return Fund	17,427,933	16,798,582
Vanguard Explorer	20,832,833	21,803,323
JPMCB Intermediate Bond Fund	64,791,741	67,996,690
T. Rowe Price Growth Stock Trust Class B	38,453,335	-
T. Rowe Price Equity Income Trust	44,877,893	-

The Plan's Stable Value Fund is a deposit administration contract with J.P. Morgan (JPM). JPM maintains the Plan's deposits in a synthetic guaranteed investment contract, to which it adds interest at the contract rate.

Deposits into this contract are guaranteed the contract minimum rate of return. Withdrawals are permitted at any time without penalty and the contract has been determined to be fully benefit-responsive. Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the plan by JPM, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The credit rate is reset each calendar quarter based on a formula that considers the market value and yield of the underlying fixed income portfolio, the book value of the wrap contracts, the applicable modified duration and wrap fees as of the last business day of the month prior to the end of the quarter. All wrap contracts have a 0% minimum crediting rate. The following rates apply to 2007 and 2006:

	2007	2006
The average yield earned on the investments	4.65%	4.27%
	2007	2006
The average yield earned on the investments, adjusted to reflect earnings credited to participants	5.34%	5.09%

Rochester Gas and Electric Corporation
Savings Plus Plan
Notes to Financial Statements
December 31, 2007 and 2006

3. INVESTMENTS (Continued)

The wrap contracts permit all participant-initiated transactions permitted by the Plan to occur at contract value. The wrap contracts contain a corridor that permits up to 20% of the fund to be redeemed in a given year for plan-initiated events, which include the following: (a) the failure of the Plan to qualify under the Internal Revenue Code of 1986, as

amended (the "Code"); (b) the establishment of a competing defined contribution plan; (c) the making of a material amendment to the Plan such as changing the investment options offered by the Plan or changes to the ability to transfer between Plan investment options; (d) the issuance of communications by the Company designed to induce participants to transfer assets from the wrap contracts; (e) the termination of the Plan; (f) the occurrence of any group termination, layoff or the offering of an early retirement incentive program; (g) the merger, consolidation, or spin-off of the Plan; (h) closing of work locations; (i) a change in law which results in outflows from the wrap contracts and (j) events similar to those described in (a) through (i). There are no events known to the Plan that are probable of occurring which will limit the ability of the Fund to transact at contract value with the issuers and also limit the ability of the Fund to transact at contract value with the participants of the Fund.

The wrap contracts can be terminated at a value other than contract value only under a limited number of very specific circumstances including termination of the Plan or failure to qualify under the Code; material misrepresentations by the Company or investment manager or failure by these same parties to meet material obligations under the contract, or other similar type events.

Plan investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value during 2007 and 2006 as follows:

	2007	2006
Registered investment companies	\$ 687,776	\$ 17,075,682
Stable Value Fund	3,307,144	3,396,902
Energy East Corporation Stock Fund	1,486,521	1,228,845
	<u>\$ 5,481,441</u>	<u>\$ 21,701,429</u>

4. NON-PARTICIPANT DIRECTED INVESTMENTS

Company contributions to the Energy East Corporation Stock Fund are non-participant directed investments. Information about the net assets at December 31, 2007 and 2006, and the significant components of the changes in net assets for the years ended December 31, 2007 and 2006, relating to the non-participant directed investments is as follows:

	2007	2006
Net Assets:		
Energy East Corporation Stock Fund non-participant directed investments	\$16,590,258	\$ 14,800,734
Changes in Net Assets:		
Net appreciation in fair value	\$1,396,457	\$ 1,188,326
Interest and dividends	706,769	689,405
Employer matching contributions	1,843,924	1,851,471
Benefits paid to participants	(1,014,376)	(1,169,182)
Net Transfers	(1,144,859)	(1,205,487)
Net Loan Transactions	1,609	1,389
	<u>\$1,789,524</u>	<u>\$ 1,355,922</u>

Rochester Gas and Electric Corporation
Savings Plus Plan
Notes to Financial Statements
December 31, 2007 and 2006

5. INCOME TAX STATUS

The Company has received its most recent determination letter from the Internal Revenue Service dated May 30, 2003, that the Plan qualifies as a tax deferred savings plan under Sections 401(a) and 401(k) of the Code. The Company will apply for a new determination letter in accordance with the Cycle C determination letter filing period established by the Internal Revenue Code. The Plan Administrator and management believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

6. RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of registered investment companies managed by T. Rowe Price. T. Rowe Price is the trustee as defined by the Plan. Certain other investments are in the synthetic guaranteed investment contract managed by JPM or the Energy East Corporation Stock Fund. Transactions with these parties qualify as party-in-interest transactions and are exempt from the prohibited transaction rules.

7. ADMINISTRATIVE EXPENSES

Substantially all of the administrative expenses are paid for by the Company.

8. RECONCILIATION TO FORM 5500

Net assets available for benefits on the Form 5500 do not reflect the financial statement amount for the adjustment from fair value to contract value for fully benefit-responsive investment contracts; therefore, net assets available for benefits on the Form 5500 are lower than the related amounts reported in the financial statements by \$ 1,859,352 at December 31, 2007 and \$1,154,695 at December 31, 2006. Also, the net increase in net assets available for benefits for 2007 and 2006 is lower than the related amount reported in the financial statements by \$704,657 and \$1,154,695, respectively.

9. EMPLOYER CONTRIBUTIONS

During 2007, Rochester Gas and Electric Corporation discovered that certain employer matching contributions for 2003 through 2006 were calculated incorrectly. The Plan Administrator intends to correct this error, and Rochester Gas and Electric Corporation intends to remit additional employer contributions in fiscal 2008 when the final amount has been determined. The estimated amount to be received by the Plan has been accrued as a contribution receivable at December 31, 2007.

10. PENDING MERGER OF ENERGY EAST

On June 25, 2007, Energy East announced that it had entered into a Merger Agreement with Iberdrola, a corporation organized under the laws of the Kingdom of Spain, and Green Acquisition Capital, Inc., a New York corporation that is a wholly-owned subsidiary of Iberdrola. On November 20, 2007, Energy East shareholders approved the Merger Agreement.

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Rochester Gas and Electric Corporation
Savings Plus Plan
Notes to Financial Statements
December 31, 2007 and 2006

10. PENDING MERGER OF ENERGY EAST (Continued)

The Merger Agreement provides for a business combination whereby Energy East and its subsidiaries would become wholly-owned subsidiaries of Iberdrola and each outstanding share of Energy East common stock will be converted into the right to receive \$28.50 per share in cash, without interest. Consummation of the Merger is subject to customary conditions, including the absence of injunctions or restraints imposed by governmental entities, the receipt of required regulatory approvals and the absence of any material adverse event that would reasonably be expected to have a material adverse effect on Energy East.

To date, all regulatory approvals have been received except approval from the New York Public Service Commission. Energy East expects the Merger to be completed in mid 2008. Until the Merger is completed, Energy East will continue to operate as a separate company.

Rochester Gas and Electric Corporation
Savings Plus Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2007

Identity of Issue	Description of Investment	Current Value
* JPMCB Intermediate Bond Fund	Commingled Fund	\$ 64,791,741
* JPMCB Liquidity Fund	Commingled Fund	1,213,948
Monumental Life Insurance Co.	Fully benefit responsive wrapper contract	-
UBS AG	Fully benefit responsive wrapper contract	-
IXIS Financial Products, Inc.	Fully benefit responsive wrapper contract	-
Subtotal Stable Value Fund		66,005,689
Pimco Total Return Fund	Registered Investment Company	17,427,933
Domini Social Equity Class R	Registered Investment Company	167,350
Fidelity Diversified International Fund	Registered Investment Company	22,152,215
* T. Rowe Price Retirement Income Fund	Registered Investment Company	1,402,634
* T. Rowe Price Retirement 2005 Fund	Registered Investment Company	727,704
* T. Rowe Price Retirement 2010 Fund	Registered Investment Company	7,407,967
* T. Rowe Price Retirement 2015 Fund	Registered Investment Company	6,725,960
* T. Rowe Price Retirement 2020 Fund	Registered Investment Company	7,218,550
* T. Rowe Price Retirement 2025 Fund	Registered Investment Company	5,015,596
* T. Rowe Price Retirement 2030 Fund	Registered Investment Company	3,284,829
* T. Rowe Price Retirement 2035 Fund	Registered Investment Company	1,018,693

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* T. Rowe Price Retirement 2040 Fund	Registered Investment Company	1,264,305
* T. Rowe Price Retirement 2045 Fund	Registered Investment Company	374,332
* T. Rowe Price Retirement 2050 Fund	Registered Investment Company	3,628
* T. Rowe Price Retirement 2055 Fund	Registered Investment Company	6,480
* T. Rowe Price Small Cap Value Fund	Registered Investment Company	14,766,888
Vanguard Explorer	Registered Investment Company	20,832,833
Vanguard Institutional Index Fund	Registered Investment Company	12,986,646
* T. Rowe Price Equity Income Trust	Common and Collective Trust	44,877,893
* T. Rowe Price Growth Stock Trust Class B	Common and Collective Trust	38,453,335
* Energy East Corporation Stock	Energy East Corporation Stock Fund	17,690,821
* Loan Fund	Participant Loans (4.00% - 9.25%)	5,430,952
Total		<u>\$ 295,243,233</u>

* Party-in-interest