

# SECURITIES AND EXCHANGE COMMISSION

## FORM U5S

Annual report for holding companies [Section 5]

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**  
SEC Accession No. [0001046861-05-000030](#)

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### FILER

#### **ENERGY EAST CORP**

CIK: **1046861** | IRS No.: **141798693** | State of Incorp.: **NY** | Fiscal Year End: **1231**  
Type: **U5S** | Act: **35** | File No.: **030-00334** | Film No.: **05791779**  
SIC: **4911** Electric services

Mailing Address  
*52 FARM VIEW DRIVE  
NEW GLOUCESTER ME  
04260*

Business Address  
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NEW GLOUCESTER ME  
04260  
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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM U5S  
ANNUAL REPORT**

For the Year Ended December 31, 2004

Filed Pursuant to the  
Public Utility Holding Company Act of 1935  
by

**Energy East Corporation**

52 Farm View Drive  
New Gloucester, Maine 04260-5116

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**Item 1. System Companies and Investment Therein as of December 31, 2004**

Name of Company	Type of Business	Number of Common Shares	% of Voting Power	Issuer Book Value	Owner's Book Value
<b>Energy East Corporation</b>	Registered holding company				
LNG Storage Partners (1)	Holding company Rule 58 (b)(1)(ix)	(3)	20.09%	\$7,267,187	\$1,459,665
LNG Marketing Partners (2)	Holding company Rule 58 (b)(1)(v)	(3)	10%	\$9,325,712	\$932,571
Energy East Capital Trust I (4)	Special purpose financing	(7)	100%	\$10,670,103	\$10,670,103
Energy East Capital Trust II (4)	*	-	100%	-	-
<b>RGS Energy Group, Inc. (RGS)</b>	Holding company	1,000	100%	\$2,194,503,560	\$2,194,503,560
New York State Electric & Gas Corporation (NYSEG)	Electric and natural gas utility	64,508,477	100%	\$963,640,625	\$963,640,625
Rochester Gas and Electric Corporation (RG&E)	Electric and natural gas utility	34,506,513	100%	\$578,477,785	\$578,477,785
Energetix, Inc. (Energetix)	Electricity and natural gas marketer Rule 58 (b)(1)(v)	100	100%	\$10,674,025	\$10,674,025
<b>Connecticut Energy Corporation</b>	Holding company	1,000	100%	\$459,830,641	\$459,830,641
Unsecured debt (5)				\$2,418,099	\$2,418,099
The Southern Connecticut Gas Company	Natural gas utility	1,407,072	100%	\$435,358,391	\$435,358,391
CNE Energy Services Group, Inc.	Energy products and services Rule 58 (b)(1)(v)&(ix)	1,000	100%	\$26,785,177	\$26,785,177
LNG Storage Partners (1)	Holding company Rule 58 (b)(1)(ix)	(3)	68.85%	\$7,267,187	\$5,003,422
Total Peaking Services, LLC	Natural gas storage Rule 58 (b)(1)(ix)	(3)	100%	\$4,349,708	\$4,349,708

Name of Company	Type of Business	Number of Common Shares	% of Voting Power	Issuer Book Value	Owner's Book Value
LNG Marketing Partners (2)	Holding company Rule 58 (b)(1)(v)	(3)	80%	\$9,325,712	\$7,460,570
CNE Peaking, LLC	Firm in-market supply source Rule 58 (b)(1)(v)	(3)	100%	\$6,215,379	\$6,215,379
<b>Energy East Enterprises, Inc.</b>	Energy-related investment company	26	100%	\$24,237,201	\$24,237,201
New Hampshire Gas Corporation	Energy services company Rule 58 (b)(1)(vi)	25	100%	\$2,442,518	\$2,442,518
Seneca Lake Storage, Inc. Rule 58 (b)(1)(ix)	Natural gas storage	1	100%	\$600,394	\$600,394
Maine Natural Gas Corporation	Natural gas utility	10	100%	\$21,687,411	\$21,687,411
<b>The Energy Network, Inc.</b>	Energy-related investment company	5,444	100%	\$33,239,951	\$33,239,951
Unsecured debt (5)				\$5,500,000	\$5,500,000
Energy East Solutions, Inc. Rule 58 (b)(1)(v)	Electricity and natural gas marketer	100	100%	\$7,314,712	\$7,314,712
NYSEG Solutions, Inc.	Electricity and natural gas marketer Rule 58 (b)(1)(v)	26	100%	\$3,937,267	\$3,937,267
Energy East Telecommunications, Inc.	Exempt telecommunications company	34	100%	\$2,125,476	\$2,125,476
Elantic East, LLC	Exempt telecommunications company	(3)	50%	\$2,067,723	\$1,033,862
Cayuga Energy, Inc.	Energy-related investment company Rule 58 (b)(1)(viii)	8	100%	\$27,419,861	\$27,419,861
PEI Power II, LLC	Peaking generation EWG Rule 58 (b)(1)(viii)	(3)	50.1%	\$22,935,955	\$11,490,913

Name of Company	Type of Business	Number of Common Shares	% of Voting Power	Issuer Book Value	Owner's Book Value
Carthage Energy, LLC	Peaking generation EWG Rule 58 (b)(1)(viii)	(3)	100%	\$5,062,009	\$5,062,009
Unsecured debt (6)				\$3,171,915	\$3,171,915
South Glens Falls Energy, LLC	Peaking generation EWG Rule 58 (b)(1)(viii)	(3)	85%	\$(822,291)	\$(755,047)
Unsecured debt (6)				\$9,012,580	\$9,012,580
<b>Energy East Management Corporation</b>	Corporate service company	10	100%	\$11,067,302	\$11,067,302
<b>CMP Group, Inc.</b>	Holding company	1,000	100%	\$674,692,866	\$674,692,866
LNG Storage Partners (1)	Holding company Rule 58 (b)(1)(ix)	(3)	11.06%	\$7,267,187	\$804,100
LNG Marketing Partners (2)	Holding company Rule 58 (b)(1)(v)	(3)	10%	\$9,325,712	\$932,571
Central Maine Power Company	Electric utility	31,211,471	100%	\$657,203,235	\$657,203,235
Maine Electric Power Company, Inc.	Electric transmission utility	6,877	78.3%	\$12,429,011	\$9,966,816
NORVARCO	Electric utility	5,000	100%	\$860,461	\$860,461
Chester SVC Partnership	Electric utility	(3)	50%	-	-
Central Securities Corporation	Real estate	10	100%	\$2,226,492	\$2,226,492
Cumberland Securities Corporation	Real estate	110	100%	\$944,652	\$944,652
Maine Yankee Atomic Power Company	Nuclear generator - in process of being decommissioned	139,954	38%	\$35,813,067	\$13,608,965
MaineCom Services	Exempt Telecommunications	10,000	100%	\$3,930,481	\$3,930,481

Name of Company	Type of Business	Number of Common Shares	% of Voting Power	Issuer Book Value	Owner's Book Value
The Union Water-Power Company	Energy management service company Rule 58 (b)(1)(i)	7,300	100%	\$7,707,146	\$7,707,146
Maine Power	*	1,000	100%	\$100,000	\$100,000
<b>CTG Resources, Inc.</b>	Holding company	1,000	100%	\$384,445,719	\$384,445,719
Connecticut Natural Gas Corporation	Natural gas utility	10,634,496	100%	\$363,086,405	\$363,086,405
TEN Companies, Inc.	Energy services Rule 58 (b)(1)(vi)	1,000	100%	\$52,560,866	\$52,560,866
The Hartford Steam Company	Heating and cooling services Rule 58 (b)(1)(vi)	621	100%	\$45,310,605	\$45,310,605
TEN Transmission Company	Natural gas transmission system Rule 58 (b)(1)(ix)	1	100%	\$19,890,947	\$19,890,947
<b>Berkshire Energy Resources</b>	Holding company	1,000	100%	\$108,528,669	\$108,528,669
The Berkshire Gas Company	Natural gas utility	100	100%	\$108,112,305	\$108,112,305
<b>Utility Shared Services Corporation</b>	Utility service company	200	100%	\$587,250	\$587,250
* Inactive subsidiary					

### Notes to Item 1.

(1) LNG Storage Partners is owned by Energy East Corporation (20.09%), CMP Group, Inc. (11.06%) and CNE Energy Services Group, Inc. (68.85%).

(2) LNG Marketing Partners is owned by Energy East Corporation (10%), CMP Group, Inc. (10%) and CNE Energy Services Group, Inc. (80%).

(3) Noncorporate subsidiary (partnership, limited partnership or limited liability company). See table below.

Company Name	Type of Business	Investment Type
LNG Storage Partners	Partnership	Equity Investment by Energy East Corporation and CMP Group, Inc. /Consolidated with Connecticut Energy Corporation
LNG Marketing Partners	Partnership	Equity Investment by Energy East Corporation and CMP Group, Inc.

/Consolidated with Connecticut Energy Corporation

Total Peaking Services, LLC	Limited liability company	Consolidated
CNE Peaking, LLC	Limited liability company	Consolidated
South Jersey Energy Solutions, LLC	Limited liability company	Consolidated
Elantic East, LLC	Limited liability company	Equity Investment
PEI Power II, LLC	Limited liability company	Consolidated
Carthage Energy, LLC	Limited liability company	Consolidated
South Glens Falls Energy, LLC	Limited liability company	Consolidated
Chester SVC Partnership	Partnership	Consolidated

(4) Energy East Capital Trust I & II (Capital Trusts) were formed in Delaware in 2001 as financing entities. In 2003 Energy East adopted the provisions of Financial Accounting Standards Board Interpretation No. 46 (revised December 2003) (FIN 46R) and no longer includes Capital Trust I in its consolidated financial statements as of December 31, 2003. Please refer to the Energy East Annual Report on Form 10-K for 2003, Exhibit No. 12-1 and Exhibit No. 12-2 for the effect of deconsolidation on the Ratio of Earnings to Fixed Charges.

(5) Unsecured debt is at 2.0%, is payable to a system company and is due upon demand.

(6) Unsecured debt is at prime plus 2.0%, is payable to a system company and is due upon demand.

(7) Energy East owns 426,804 shares of trust common securities.

#### General Notes to Item 1.

In October 2004 Energy East Solutions, Inc., a subsidiary of The Energy Network, Inc., completed the sale of its New England and Pennsylvania natural gas customer contracts and related assets.

In July 2004 The Union Water Power Company a subsidiary of CMP Group, Inc. sold the assets associated with its locating and construction divisions.

#### **Item 2. Acquisitions or Sales of Utility Assets**

Information concerning acquisitions or sales of utility assets by system companies, which involved consideration of more than \$1 million, not reported in a certificate filed pursuant to Rule 24, during the period of January 1, 2004 through December 31, 2004, is as follows:

Acquisitions: None

Sales: None

#### **Item 3.**

##### **Issue, Sale, Pledge, Guarantee or Assumption of System Securities**

During the period January 1, 2004, through December 31, 2004 - None, except as reported in certificates filed pursuant to Rule 24 and Form U-6B-2 for the year ended December 31, 2004.

#### **Item 4. Acquisitions, Redemption or Retirement of Securities**

During the period January 1, 2004, through December 31, 2004

Issuer	Description	Consideration	Extinguished or Held	Rule
The Berkshire Gas Company	Commercial Note 6.10% Due April 2004	\$6,000,000	Extinguished	42
TEN Companies, Inc.	Secured Term Note, at 6.99% Due 2009	\$5,000,000	Extinguished	42
Energy East Corporation	5.75% Five Year Note Due November 2006	\$17,150,000	Extinguished	42

Rochester Gas and Electric Corporation	7.64% First Mortgage Bond FMB, Due 2023	\$33,000,000	Extinguished	42
Rochester Gas and Electric Corporation	7.66% First Mortgage Bond FMB, Due 2023	\$5,000,000	Extinguished	42
Rochester Gas and Electric Corporation	7.67% First Mortgage Bond FMB, Due 2023	\$12,000,000	Extinguished	42
Rochester Gas and Electric Corporation	7.45% First Mortgage Bond FMB, Due 2023	\$40,000,000	Extinguished	42
Rochester Gas and Electric Corporation	6.95% First Mortgage Bond FMB, Due April 2011	\$39,000,000	Extinguished	42
Rochester Gas and Electric Corporation	6.35% First Mortgage Bond FMB, Due May 2032	\$50,000,000	Extinguished	42
Rochester Gas and Electric Corporation	6.50% First Mortgage Bond FMB, Due May 2032	\$10,500,000	Extinguished	42
Rochester Gas and Electric Corporation	4% Preferred Stock Series F	\$12,000,000	Extinguished	42
Rochester Gas and Electric Corporation	4.10% Preferred Stock Series H	\$8,000,000	Extinguished	42
Rochester Gas and Electric Corporation	4.75% Preferred Stock Series I	\$6,000,000	Extinguished	42
Rochester Gas and Electric Corporation	4.10% Preferred Stock Series J	\$5,000,000	Extinguished	42
Rochester Gas and Electric Corporation	4.95% Preferred Stock Series K	\$6,000,000	Extinguished	42
Rochester Gas and Electric Corporation	4.55% Preferred Stock Series M	\$10,000,000	Extinguished	42
Rochester Gas and Electric Corporation	6.60% Preferred Stock Series V	\$23,750,000	Extinguished	42
New York State Electric & Gas Corporation	5.95% Pollution Control Note Due December 2027	\$34,000,000	Extinguished	42

#### Item 4. Acquisitions, Redemption or Retirement of Securities (continued)

Issuer	Description	Consideration	Extinguished or Held	Rule
New York State Electric & Gas Corporation	5.70% Pollution Control Note Due December 2028	\$70,000,000	Extinguished	42
New York State Electric & Gas Corporation	6.05% Pollution Control Note Due April 2034	\$100,000,000	Extinguished	42



NORVARCO	Limited Recourse Senior Note, 10.48%, 2020	\$1,103,376	Mandatory Principal Payment on Note	42
NORVARCO	Limited Recourse Senior Note, 7.05%, 2020	\$79,714	Mandatory Principal Payment on Note	42
Connecticut Natural Gas Corporation	7.82% Medium Term Note Due July 2004	\$10,000,000	Extinguished	42
The Berkshire Gas Company	4.80% Preferred Stock	\$2,500	Held	42

## Item 5. Investments in Securities of Nonsystem Companies

1. Aggregate amount of investment in persons operating in the retail service area of the owners, or of its subsidiaries as of December 31, 2004.

Name of Company	Name of Issuer	Type of Business	Number of Common Shares	% of Voting Power	Issuer Book Value	Owner's Book Value
Central Maine Power Company	Yankee Atomic Electric Company	Nuclear generator - in process of being decommissioned	729	9.5%	\$953,610	\$93,087
Central Maine Power Company	Connecticut Yankee Atomic Power Company	Nuclear generator - in process of being decommissioned	21,000	6%	\$43,792,762	\$2,599,352
Central Maine Power Company	Vermont Yankee Nuclear Power Corporation	Purchase power (1)	16,001	4%	\$4,795,105	\$302,794
TEN Companies, Inc.	Iroquois Gas Transmission System	Gas transmission	None Partnership	4.9%	\$357,513,913	\$8,901,793
CNE Energy Services Group, Inc.	Nth Power Technologies Fund I, LP	Energy-related investment company	None Partnership	7.9%	\$7,352,273	\$579,755

(1) Vermont Yankee Nuclear Power Corporation sold the Vermont Yankee nuclear power station to Entergy Corporation on July 31, 2002. While Central Maine Power no longer has ownership interest in the Vermont Yankee nuclear power station, Central Maine Power has an ownership in the Vermont Yankee Nuclear Power Corporation. Central Maine Power continues to have a purchase power contract to purchase electricity from Vermont Yankee Nuclear Power Corporation.

2. Supplemental information with respect to securities owned not included in category 1.  
None.

## Item 6. Officers and Directors

### Legend of Abbreviations for positions held as of December 31, 2004

AC	Assistant Clerk
ACO	Assistant Controller
AS	Assistant Secretary
AT	Assistant Treasurer
BOT	Board of Trustees
C	Controller or Chief Accounting Officer
CB	Chairman of the Board

CEO Chief Executive Officer  
 CFO Chief Financial Officer  
 CIO Chief Integration Officer  
 CL Clerk  
 COO Chief Operating Officer  
 D Director  
 EC Executive Committee  
 EVP Executive Vice President  
 GC General Counsel  
 M Manager  
 MC Management Committee  
 P President  
 S Secretary  
 SVP Senior Vice President  
 T Treasurer  
 VP Vice President

**Address Codes**

- (a) Corporate Drive-Kirkwood Industrial Pk., P.O. Box 5224, Binghamton, NY 13902
- (b) 1387 Ithaca-Dryden Road, Ithaca, NY 14850-8810
- (c) 217 Commercial Street, Portland, ME 04101
- (d) 70 Farm View Drive, New Gloucester, ME 04260
- (e) Stephens Square, 81 State Street, Binghamton, NY 13901
- (f) 89 East Avenue, Rochester, NY 14649
- (g) 855 Main Street, Bridgeport, CT 06604
- (h) 321 Old Ferry Road, Wiscasset, ME 04578
- (i) 77 Hartland Street, 4<sup>th</sup> Floor, E. Hartford, CT 06108
- (j) 115 Cheshire Road, Pittsfield, MA 01201
- (k) 9106 McDonald Drive, Bethesda, MD 20817
- (l) 83 Edison Drive, Augusta, ME 04336
- (m) 209 State Street, P.O. Box 1209, Presque Isle, ME 04769
- (n) 33 State Street, P.O. Box 932, Bangor, ME 04401
- (o) 77 Grove Street, Rutland, VT 05701
- (p) 800 Boylston Street P-1603, Boston, MA 02199
- (q) P.O. Box 300, Seabrook, NH 03874
- (r) 526 Western Avenue, Augusta, ME 04330
- (s) 25 Research Drive, Westborough, MA 01582
- (t) 52 Farm View Drive, New Gloucester, ME 04260

**Part I. Name, Principal Business Address, Positions**

As of December 31, 2004

	ENERGY EAST MANAGEMENT CORPORATION	ENERGY EAST CORPORATION	NEW YORK STATE ELECTRIC & GAS CORPORATION	CONNECTICUT ENERGY CORPORATION	THE SOUTHERN CONNECTICUT GAS COMPANY	CNE ENERGY SERVICES GROUP, INC.
Allessio, Robert M. (j)						EVP, COO, D
Aurelio, Richard (t)		D				
Benson, Richard R. (b)	VP, D					
Call, Curtis I. (t)	ACO					
Carrigg, James A. (t)		D				
Castiglia, Joseph J. (t)		D				
Conklin, Laura (f)				VP		
Conroy, Michael H. (f)				VP		
DeFleur, B. Lois (t)		D				
DuBrava, Elaine T. (a)				S		
Earley, James E. (i)						VP, T, C

Eastman, Michael D. (a)			VP			
German, Michael I. (i)						D, P
Howard, G. Jean (t)		D				
Jagger, David M. (t)		D				
Janczewski, Janet L. (g)						S
Jasinski, Kenneth M. (t)	D, EVP, CFO	EVP, CFO	D		D, EVP, CFO	D
Keeler, John M. (t)		D				
Kelley, Tim D. (g)						VP
Kimiecik, David J. (a)			VP			
Kump, Robert D. (t)	VP, T, S	VP, T, S			VP, S, T	VP, S
Lahtinen, James A. (f)			VP			
Laurito, James P.(f)			D, P			D
Lynch, Ben E. (t)		D				
McClain, F. Michael (c)	VP, CIO					
Moynihan, Peter J. (t)		D				
Olson, Clifton B. (f)	VP					
Reis, William (i)						VP
Rich, Walter G. (t)		D				
Rude, Robert E. (t)	VP, C	VP, C			VP, C	
Sparks-Beddoe, Angela M. (a)	VP					
Syta, Joseph J. (f)			VP, T, C			
Taylor, Carl A. (e)						D, P
Turner, Teresa M. (a)			VP			
von Schack, Wesley W. (t)	D, P, CEO	D, CB, P, CEO	D		D, CB, P, CEO	D

	ENERGY EAST ENTERPRISES	MAINE NATURAL GAS CORPORATION	THE ENERGY NETWORK, INC.	ENERGY EAST SOLUTIONS, INC.
Allessio, Robert M. (j)		D		
Beaudoin, Mark R. (e)				VP
Benson, Richard R. (b)			D	D
Call, Curtis, I. (t)			T	T, S
German, Michael I. (i)	D, P	D, P		
Jasinski, Kenneth M. (t)	D		D	
Kump, Robert D. (t)	S, T		VP, S, CFO	
Mahoney, R. Scott (l)	CL			
McClain, F. Michael (c)		D		
Quimby, Darrel R. (l)		VP, S, CL		
Taylor, Carl A. (e)			D, P	P, D
von Schack, Wesley W. (t)	D		D	
Zink, Karen L. (j)		T		

	ENERGY EAST TELE-COMMUNICATIONS, INC.	CAYUGA ENERGY, INC.	CMP GROUP, INC.	CENTRAL MAINE POWER COMPANY	MAINE ELECTRIC POWER COMPANY	NORVARCO	NEW HAMPSHIRE GAS
Allessio, Robert M. (j)							D
Boyles, Brent M (m)					D		
Benson, Richard R. (b)		D					
Burns Sara J. (l)				P, D	P, D	P, D	
Call, Curtis I. (t)	D, T, S	T, S	AT				
Case, Kathleen A. (l)				VP			
German, Michael I. (i)							D, P
Herling, Douglas A. (l)				VP			
Huskilson, C. (l)					D		

Jasinski, Kenneth M. (t)			D, EVP, CFO	D			
Kump, Robert D. (t)			VP, T, S				S
Mahoney, R. Scott (l)			CL	VP, T, CL, C	S, CL	S, CL	
Masti, Hank G. (a)					D		
Michaud, Rachel M. (d)					T	T	
Robinson, Stephen G. (l)				VP			
Rude, Robert E. (t)		D	VP, C				
Smith, Hariph M. (n)					D		
Taylor, Carl A. (e)	D, P	D, P					
von Schack, Wesley W. (d)			D, CB, P, CEO	D			
Zink, Karen L. (j)							T

	CENTRAL SECURITIES CORPORATION	CUMBERLAND SECURITIES CORPORATION	MAINE YANKEE ATOMIC POWER	MAINECOM SERVICES	SENECA LAKE STORAGE, INC.
Benson, Richard R. (b)					D
Boyles, Brent M. (h)			D		
Brown, Kent R. (o)			D		
Burke, Raymond (h)			VP		
Burns Sara J. (l)	P, COO, D	P, COO, D	D		
Call, Curtis I. (t)	T, D	T, D	D	D	T, S
Cariani, Paul R. (m)			D		
Case, Kathleen A. (l)	D	D			
Chuddy, Barry (h)			D		
DeAngelo, Robert J. (h)			D		
Fay, Joseph D. (o)			AS, C		
Feigenbaum, Ted C. (q)			P		
Finn, William M. (l)			S		
Greenman, Frederic E. (s)			D		
Guerrette, Carrie D. (h)			T		
Hager, Michael J. (h)			D		
Hass, William S. (h)			D		
Kacich, Richard M. (h)			D		
Kenyon, Bruce D. (h)			D		
Kump, Robert D. (t)				T, D, S, CL	
Mahoney, R. Scott (l)	S, CL	S, CL	D		
Martin, Robert H. (p)			D		
McClain, F. Michael (c)			D	D	
Meisner, Michael J. (h)			VP, COO		
Moynihan, Peter J. (t)			D		
Murley, Dr. Thomas E. (k)			D		
Poulin, Gerald C. (l)			D, CB		
Powderly, Robert C. (s)			D		
Ramsauer, Kirk L. (s)			D		
Taylor, Carl A. (e)				D, P	D, P
Thomas, Michael E. (h)			VP, CFO		

	UNION WATER POWER COMPANY	CTG RESOURCES INC.	CONNECTICUT NATURAL GAS	TEN COMPANIES, INC.	BERKSHIRE ENERGY RESOURCES	THE BERKSHIRE GAS COMPANY
Allessio, Robert M. (j)			EVP, D, COO		BOT, P, CEO	D, CEO, CB
Benson, Richard R. (b)	D					
Clark, Cheryl M. (j)						CL
Earley, James E. (i)			VP, T, C			

German, Michael I. (i)			D, P		
Janczewski, Janet L. (g)			S		
Jasinski, Kenneth M. (t)		D, EVP, CFO	D	BOT	D
Kelley, Tim D. (g)			VP		
Kump, Robert D. (t)	T, S, CL	VP, T, S		VP, T, S	
McClain, F. Michael (c)	D				
Reis, William (i)			VP		
Rude, Robert E. (t)		VP, C		VP, C	
Taylor, Carl A. (e)	D, P			D, P	
von Schack, Wesley W. (t)		D, CB, P, CEO	D	BOT	D
Zink, Karen L. (j)					D, P, T, COO

	<u>RGS ENERGY GROUP, INC.</u>	<u>ROCHESTER GAS AND ELECTRIC CORPORATION</u>	<u>ENERGETIX INC.</u>	<u>RGS DEVELOPMENT CORP.</u>
Beaudoin, Mark R. (e)			VP, COO	
Benson, Richard R. (b)			D	
Call, Curtis I. (t)			T, S	
Clark, Jeff R. (f)		S		
Conklin, Laura (f)		VP		
Conroy, Michael H. (f)		VP		
DiStefano, J.T. (f)			VP	
Eastman, Michael D. (a)		VP		
Irish, David J. (f)		VP		
Jasinski, Kenneth M. (t)	D	D		D
Kimiecik, David J. (a)		VP		
Kump, Robert D. (t)	VP, S, T			P, T, S
Lahtinen, James A. (f)		VP		
Laurito, James P. (f)	D, P, CEO	D, P		
Olson, Clifton B. (f)			D	
Syta, Joseph J. (f)		VP, C, T		
Taylor, Carl A. (e)			D, P	
Turner, Teresa M. (a)		VP		
von Schack, Wesley W. (t)	D	D		D

## Part II. Financial Connections as of December 31, 2004

<b>Name of Officer or Director</b>	<b>Name and Location of Financial Institution</b>	<b>Position Held in Financial Institution</b>	<b>Applicable Exemption</b>
Walter G. Rich	New York Business Development Corporation	Director	Rule 70(a)
Wesley W. von Schack	Mellon Financial Corporation and Mellon Bank, N.A.	Director	Rule 70(b)

## Part III. Compensation and Other Related Information

(a), (b), (c) and (e) Compensation of directors and executive officers of system companies, directors' and executive officers' interests in securities of system companies, directors' and executive officers' contracts and transactions with system companies and participation in bonus and profit-sharing arrangements and other benefits are contained in: Energy East Corporation's proxy statement that was filed on April 20, 2005, on pages 14 through 23, which is incorporated by reference.

Central Maine Power Company's Annual Report on Form 10-K, page 174, for the year ended December 31, 2004, File No. 1-5139.

New York State Electric & Gas Corporation's Annual Report on Form 10-K, page 174, for the year ended December 31, 2004, File No. 1-3103-2.

Rochester Gas and Electric Corporation's Annual Report on Form 10-K, page 174, for the year ended December 31, 2004, File No. 1-672.

(d) Directors' and Executive Officers' Indebtedness to System Companies:

None.

(f) Directors' and Executive Officers' Rights to Indemnity.

The state laws under which each of Energy East Corporation and its direct and indirect subsidiaries is incorporated provide broadly for indemnification of directors and officers against claims and liabilities against them in their capacities as such. See By-Law No. 33 of Energy East Corporation's By-Laws as amended, effective April 7, 2005.

**Item 7. Contributions and Public Relations**

1. Energy East Corporation and its subsidiaries have established political action committees and have incurred certain costs in accordance with the provisions of the Federal Election Campaign Act, for the administration of such committees.

2. Expenditures, disbursements or payments for the account of any citizens group or public relations counsel are as follows:

<b>Company</b>	<b>Beneficiary</b>	<b>Purpose</b>	<b>Account 426 Expenditures for certain civic political and related activities</b>	<b>Amount</b>
Berkshire Gas Company	John Bartley	Lobbying activities	Expenditures for certain civic political and related activities	\$26,567
Connecticut Natural Gas Corporation	Killeen Donohue & Jaff	Lobbying activities	Expenditures for certain civic political and related activities	\$53,000
Connecticut Natural Gas Corporation	The O'Leary Group	Lobbying activities	Expenditures for certain civic political and related activities	\$31,800
The Southern Connecticut Gas Company	The O'Leary Group	Lobbying activities	Expenditures for certain civic political and related activities	\$31,800
The Southern Connecticut Gas Company	Daniel Gilman Government Relations	Lobbying activities	Expenditures for certain civic political and related activities	\$63,600
Rochester Gas and Electric Corporation	Patricia Lynch Associates	Lobbying activities	Expenditures for certain civic political and related activities	\$36,000
New York State Electric & Gas Corporation	Southern Tier Economic Growth	Economic development	Miscellaneous general expenses	\$10,000

**Item 8. Service, Sales and Construction Contracts**

**Part I. Contracts for services, including engineering or construction services or goods supplied or sold by a system company to another system company are as follows:**

<b>Nature of Transaction</b>	<b>Serving Company</b>	<b>Receiving Company</b>	<b>Compensation</b>	<b>Date of Contract</b>	<b>Contract In Effect at Year-End Yes/No</b>
Materials and Services	Energy East Telecommunications, Inc.	New York State Electric & Gas Corporation	\$349,897	7/98	Yes

Support Services	New York State Electric & Gas Corporation	Rochester Gas and Electric Corporation	\$4,662,656	1/04	Yes
Management Services	New York State Electric & Gas Corporation	Rochester Gas and Electric Corporation	\$1,310,536	1/04	Yes
Support Services	New York State Electric & Gas Corporation	The Southern Connecticut Gas Company	\$1,010	1/04	Yes
Management Services	New York State Electric & Gas Corporation	The Southern Connecticut Gas Company	\$109,355	1/04	Yes
Support Services	New York State Electric & Gas Corporation	The Berkshire Gas Company	\$111,072	1/04	Yes
Gas Procurement and Support Services	CNE Energy Services	Energy East Solutions, Inc.	\$509,640	7/99	No
Management Services	The Berkshire Gas Company	The Southern Connecticut Gas Company	\$218,119	1/04	Yes
Management Services	The Berkshire Gas Company	Connecticut Natural Gas Corporation	\$199,958	1/04	Yes
Support Services	The Southern Connecticut Gas Company	Connecticut Natural Gas Corporation	\$2,346,767	1/04	Yes

<b>Nature of Transaction</b>	<b>Serving Company</b>	<b>Receiving Company</b>	<b>Compensation</b>	<b>Date of Contract</b>	<b>Contract In Effect at Year-End Yes/No</b>
Support Services	The Berkshire Gas Company	Maine Natural Gas Corporation	\$45,377	1/04	Yes
Support Services	The Berkshire Gas Company	New Hampshire Gas	\$30,627	1/04	Yes
Support Services	Connecticut Natural Gas Corporation	New York State Electric & Gas Corporation	\$116,932	1/04	Yes
Support Services	Connecticut Natural Gas Corporation	The Southern Connecticut Gas Company	\$1,690,422	1/04	Yes
Agreement Rental	Connecticut Natural Gas Corporation	TEN Companies, Inc.	\$133,092	1/04	Yes
Support Services	Rochester Gas and Electric Corporation	Energetix, Inc.	\$128,936	1/04	Yes

Rent	Rochester Gas and Electric Corporation	Energetix, Inc.	\$234,248	1/04	Yes
Support Services	Rochester Gas and Electric Corporation	New York State Electric & Gas Corporation	\$2,867,132	1/04	Yes
Rent	Central Maine Power Company	New York State Electric & Gas Corporation	\$11,369	1/04	Yes
Materials and Services	Central Maine Power Company	New York State Electric & Gas Corporation	\$527,915	1/04	Yes
Rent	Central Maine Power Company	The Southern Connecticut Gas Company	\$2,136	1/04	Yes
Support Services	Central Maine Power Company	Southern Connecticut Gas Corporation	\$115,157	1/04	Yes
Materials and Services	Central Maine Power Company	Rochester Gas and Electric Corporation	\$140,441	1/04	Yes
Support Services	Central Maine Power Company	Maine Electric Power Company, Inc.	\$402,847	1/04	Yes
Rent	Central Maine Power Company	Maine Electric Power Company, Inc.	\$77,971	1/04	Yes
Support Services	Central Maine Power Company	The Union Water Power Company	\$386,080	1/04	Yes
Support Services	Central Maine Power Company	MaineCom Services	\$343,998	1/04	Yes

<b>Nature of Transaction</b>	<b>Serving Company</b>	<b>Receiving Company</b>	<b>Compensation</b>	<b>Date of Contract</b>	<b>Contract In Effect at Year-End Yes/No</b>
Rent	Central Maine Power Company	MaineCom Services	\$57,580	1/04	Yes
Support Services	The Berkshire Gas Company	New Hampshire Gas	\$33,125	3/04	Yes
Material & Services	New York State Electric & Gas Corporation	Energy East Solutions, Inc.	\$365,951	12/04	Yes
Steam & Chilled Water Supply Agreement	The Hartford Steam Company	Connecticut Natural Gas Corporation	(\$15,857)	4/83	Yes

Contracts omitted include rent and support services contracts between companies that amounted to less than an aggregate consideration of \$100,000 between companies.



**Part II. Contracts to purchase services or goods from an affiliate other than a system company or from a company in which any officer or director of the receiving company is a partner or owns 5% or more of any class of equity securities.**

None

**Part III. Employment of any person by any system company for the performance on a continuing basis of management supervisory or financial advisory services.**

Mr. Joseph Kelley, former President, CEO of Berkshire Energy Resources, has a management consulting contract for advisory services, with annual consideration of \$25,000.

**Item 9. Wholesale Generators and Foreign Utility Companies**

**Part I. Interest in exempt wholesale generators**

The system's interest in EWGs are as follows:

South Glens Falls, LLC:

- a. South Glens Falls, which is 85% owned by Cayuga Energy, Inc., is located at One Hudson Street, South Glens Falls, NY. Its business address is 81 State Street, Stephens Square, 5<sup>th</sup> Floor, Binghamton, NY 13901-3110. South Glens Falls is a 63MW, natural gas fired, combined cycle co-generation facility.
- b. Cayuga Energy has invested \$(0.8) million in South Glens Falls. Energy East Corporation has no financial obligations.
- c. See Exhibit I for debt to equity and net income amounts.
- d. South Glens Falls has consultative, administrative, project management, material procurement, design, cost estimate and support services contracts with Cayuga Energy, Inc. The services provided to South Glens Falls are billed at the cost of time and materials.

Carthage Energy, LLC:

- a. Carthage Energy, which is 100% owned by Cayuga Energy, Inc., is located at 701 West End Avenue, Carthage, NY. Its business address is 81 State Street, Stephens Square, 5<sup>th</sup> Floor, Binghamton, NY 13901-3110. Carthage Energy is a 63MW, natural gas fired, combined cycle co-generation facility.
- b. Cayuga Energy has invested \$5.1 million in Carthage Energy. Energy East Corporation has no financial obligations.
- c. See Exhibit I for debt to equity and net income amounts.
- d. Carthage Energy has consultative, administrative, project management, material procurement, design and support services contracts with Cayuga Energy, Inc. The services provided to Carthage Energy are billed at the cost of time and material. Cayuga Energy, Inc. has a service agreement with New York State Electric & Gas Corporation, which provides for NYSEG to perform administrative, consultative and support services. The services provided to Carthage and South Glens Falls are billed at the cost of time and materials.

PEI Power II, LLC:

- a. PEI Power II, which is 50.1% owned by Cayuga Energy, Inc., is located at 170 Power Boulevard, Archbald, PA 18403. Its business address is 81 State Street, Stephens Square, 5<sup>th</sup> Floor, Binghamton, NY 13901-3110. PEI Power II is a 45MW, natural gas-fired facility.
- b. Cayuga Energy has invested \$11.5 million in PEI Power II.
- c. See Exhibit I for debt to equity and net income amounts.
- d. PEI Power II has a support services contract with New York State Electric & Gas Corporation. The services provided to PEI Power II are billed at the cost of time and materials.

Energy East has no foreign utility companies.

**Part II. Organization chart showing the relationship of each exempt wholesale generator and foreign utility company to other system companies. -**

See Exhibit H.

**Part III. Amount of aggregate investment in exempt wholesale generators**

\$15.8 million.

Ratio of aggregate investment in exempt wholesale generators to aggregate capital investment in domestic public utility subsidiaries 1%.

**Investment  
\$(thousands)**

Utility Investment:

New York State Electric & Gas Corporation                      \$963,640

Rochester Gas and Electric Corporation	578,478
Central Maine Power Company	657,203
The Southern Connecticut Gas Company	435,358
Connecticut Natural Gas Corporation	363,086
The Berkshire Gas Company	<u>108,112</u>
Total Utility Investment	\$3,105,877

EWG Investment:

South Glenn Falls, LLC	\$(755)
Carthage Energy, LLC	5,062
PEI Power II, LLC	<u>11,490</u>
Total EWG Investment	\$15,787

Percent of investment 1%

## Item 10. Financial Statements and Exhibits

### Financial Statements

Consolidating financial statements are listed in Exhibit F. These consolidating financial statements are not covered by the independent accountants' reports, which have been incorporated by reference from Form 10-K into this Form U5S.

### EXHIBITS

#### Exhibit A

- A-1 Annual Report of Energy East Corporation on Form 10-K for the year ended December 31, 2004, - File No. 1-14766 and incorporated herein by reference.
- A-2 Annual Report of Central Maine Power Company on Form 10-K for the year ended December 31, 2004, - File No. 1-5139 and incorporated herein by reference.
- A-3 Annual Report of New York State Electric & Gas Corporation on Form 10-K for the year ended December 31, 2004, - File No. 1-3103-2 and incorporated herein by reference.
- A-4 Annual Report of Rochester Gas and Electric Corporation on Form 10-K for the year ended December 31, 2004, - File No.1-672 and incorporated herein by reference.

#### Exhibit B

- B-1 Restated Certificate of Incorporation of Energy East Corporation pursuant to Section 807 of the Business Corporation Law filed in the Office of the Secretary of State of the State of New York on April 23, 1998, included as Exhibit 4-1 in Energy East Corporation's Post-Effective Amendment No. 1 to Form S-3, Registration No. 033-54155 - File No. 1-14766 and incorporated herein by reference.
- B-2 Certificates of Amendment of the Certificate of Incorporation filed in the Office of the Secretary of State of the State of New York (i) on April 26, 1999, included as Exhibit 3-3 in Energy East Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999, and (ii) on June 21, 2004, included as Exhibit

3-5 in Energy East Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 - File No. 1-14766 and incorporated herein by reference.

- B-3 By-Laws of Energy East Corporation as amended April 8, 2004 - included as Exhibit 3-4 in Energy East Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 - File No. 1-14766 and incorporated herein by reference. On April 7, 2005, the third paragraph of By-Law No. 10 of the Corporation was amended to read as follows: "No director who shall have attained the age of 70 shall stand for re-election as a director; provided, however, that such age limitation shall not apply in connection with the election of directors at the 2005 Annual Meeting of Stockholders."
- B-4 Articles of Incorporation, as amended, of Central Maine Power Company, submitted herewith.
- B-5 Articles of Amendment to the Articles of Incorporation of Central Maine Power Company filed as Exhibit 3-1.2 in Central Maine Power Company's Annual Report on Form 10-K for the year ended December 31, 2000 - File No. 1-5139 and incorporated herein by reference.
- B-6 Amended and Restated By-Laws of Central Maine Power Company filed as Exhibit 3-2 in Central Maine Power Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 - File No. 1-5139 and incorporated herein by reference.
- B-7 Restated Certificate of Incorporation of New York State Electric & Gas Corporation, submitted herewith.
- B-8 Certificates of Amendment of the Certificate of Incorporation of New York State Electric & Gas Corporation, (i) as submitted herewith and (ii) filed as Exhibit 3-16 in New York State Electric & Gas Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 - File No. 1-3103-2 and incorporated herein by reference.
- B-9 By-Laws of New York State Electric & Gas Corporation as amended June 28, 2002 filed as Exhibit 3-17 in New York State Electric & Gas Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 - File No. 1-3103-2 and incorporated herein by reference.
- B-10 Restated Certificate of Incorporation of Rochester Gas and Electric Corporation, as submitted herewith.
- B-11 Certificate of Amendment of the Certificate of Incorporation of Rochester Gas and Electric Corporation filed as Exhibits 4 in Rochester Gas and Electric Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 1994 - File No. 1-672 and incorporated herein by reference.
- B-12 By-Laws of Rochester Gas and Electric Corporation as amended June 28, 2002 filed as Exhibit 3-3 in Rochester Gas and Electric Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 - File No. 1-672 and incorporated herein by reference.
- Exhibit C
- C-1 Indenture of Energy East Corporation filed as Exhibit 4-1 in Energy East Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 - File No. 1-14766 and incorporated herein by reference.
- C-2 Supplemental Indentures of Energy East Corporation filed as (i) Exhibit 4-3 in Energy East Corporation's Annual Report on Form 10-K for the year ended December 31, 2000, (ii) Exhibit 4-4 in Energy East Corporation's Annual Report on Form 10-K for the year ended December 31, 2001, (iii) Exhibit 4-6 in Energy East Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 and (iv) Exhibit 4-9 in Energy East Corporation's Quarterly Report on Form 10-Q for the year ended September 30, 2003 - File No. 1-14766 and incorporated herein by reference.
- C-3 Subordinated Indenture of Energy East Corporation filed as Exhibit 4-4 in Energy East Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 - File No. 1-14766 and incorporated herein by reference.

- C-4 Supplemental Indenture of Energy East Corporation filed as Exhibit 4-5 in Energy East Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 - File No. 1-14766 and incorporated herein by reference.
- C-5 Indenture of Central Maine Power Company, submitted herewith.
- C-6 Supplemental Indenture of Central Maine Power Company filed as Exhibit 4-6 in Central Maine Power Company's Form S-3, Registration No. 333-36456 - File No. 1-5139 and incorporated herein by reference. On April 1, 2005, a Supplemental Indenture was executed and will be filed as an exhibit in Central Maine Power Company's Form 10-Q for the quarter ended March 31, 2005.
- C-7 Indenture of New York State Electric & Gas Corporation filed as Exhibit 4-7 in New York State Electric & Gas Corporation's Annual Report on Form 10-K for the year ended December 31, 2002 - File No. 1-3103-2 and incorporated herein by reference.
- C-8 Supplemental Indentures of New York State Electric & Gas Corporation filed as (i) Exhibits 4-8 and 4-9 in New York State Electric & Gas Corporation's Annual Report on Form 10-K for the year ended December 31, 2002 and (ii) Exhibit 4-10 in New York State Electric & Gas Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 - File No. 1-3103-2 and incorporated herein by reference.
- C-9 General Mortgage of Rochester Gas and Electric Corporation, submitted herewith.
- C-10 Supplemental Indenture of Rochester Gas and Electric Corporation, submitted herewith.
- Exhibit D Form of Tax Allocation Agreement filed as Exhibit B in Energy East Corporation's Amendment No. 1 to the Application/Declaration on Form U-1, File No. 070-9609 and incorporated herein by reference.
- Exhibit E
- E-1 Consent of PricewaterhouseCoopers LLP
- E-2 Consent of PricewaterhouseCoopers LLP
- E-3 Consent of PricewaterhouseCoopers LLP
- E-4 Consent of PricewaterhouseCoopers LLP
- Exhibit F
- F-1 Consolidating Income Statement of Energy East Corporation and subsidiaries.
- F-2 Consolidating Balance Sheet of Energy East Corporation and subsidiaries.
- F-3 Consolidating Cash Flow Statement of Energy East Corporation and subsidiaries.
- F-4 Consolidating Retained Earnings Statement of Energy East Corporation and subsidiaries.
- F-5 Consolidating financial statements for Energy East Corporation's subsidiaries are filed confidentially pursuant to Rule 104.
- Exhibit H The relationship of each Exempt Wholesale Generator, in which the system holds an interest, to other system companies is reflected in Item 1.

Exhibit I      Balance Sheet and Statements of Income and Cash Flow for exempt wholesale generators are filed confidentially pursuant to Rule 104.

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 Annual Report to be signed on its behalf by the undersigned thereunto duly authorized.

Energy East Corporation

By: /s/Robert E. Rude

Robert E. Rude  
Vice President and Controller

May 2, 2005

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Annual Report to the Securities and Exchange Commission on Form U5S of Energy East Corporation for the year then ended December 31, 2004, filed pursuant to the Public Utility Holding Company Act of 1935, of our report dated March 14, 2005, relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Energy East Corporation's Annual Report on Form 10-K for the year ended December 31, 2004.

PricewaterhouseCoopers LLP  
New York, New York  
May 2, 2005

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Annual Report to the Securities and Exchange Commission on Form U5S of Energy East Corporation for the year then ended December 31, 2004, filed pursuant to the Public Utility Holding Company Act of 1935, of our report dated March 14, 2005, relating to the financial statements and financial statement schedule, which appears in Central Maine Power Company's Annual Report on Form 10-K for the year ended December 31, 2004.

PricewaterhouseCoopers LLP  
New York, New York  
May 2, 2005

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PricewaterhouseCoopers LLP  
New York, New York  
May 2, 2005



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We hereby consent to the incorporation by reference in this Annual Report to the Securities and Exchange Commission on Form U5S of Energy East Corporation for the year then ended December 31, 2004, filed pursuant to the Public Utility Holding Company Act of 1935, of our report dated March 14, 2005, relating to the financial statements and financial statement schedule, which appears in Rochester Gas and Electric Corporation's Annual Report on Form 10-K for the year ended December 31, 2004.

PricewaterhouseCoopers LLP  
New York, New York  
May 2, 2005

**Energy East Corporation**  
**Consolidating Income Statement**  
**For the Twelve Months Ended December 31, 2004**  
(Thousands, except per share amounts)

	Energy East Holding Company	Energy East Management Corporation	RGS Energy Group, Inc. Consolidated	Connecticut Energy Corporation Consolidated
<b>Operating Revenues</b>				
Sales and services	-	\$58,084	\$3,171,330	\$345,944
<b>Operating Expenses</b>				
Electricity purchased and fuel used in generation	--	--	1,188,764	--
Natural gas purchased	-	-	563,905	200,076
Other operating expenses	\$16,059	52,710	439,842	52,707
Maintenance	-	-	137,408	6,135
Depreciation and amortization	258	142	195,459	20,980
Other taxes	-	476	188,151	20,311
Gain on sale of generation assets	-	-	(340,739)	-
Deferral of asset sale gain	-	-	228,785	-
<b>Total Operating Expenses</b>	<b>16,317</b>	<b>53,328</b>	<b>2,601,575</b>	<b>300,209</b>
<b>Operating Income</b>	<b>(16,317)</b>	<b>4,756</b>	<b>569,755</b>	<b>45,735</b>
<b>Other (Income)</b>	<b>(312,238)</b>	<b>(25)</b>	<b>(16,482)</b>	<b>(2,239)</b>
<b>Other Deductions</b>	<b>5,875</b>	<b>120</b>	<b>2,425</b>	<b>5,201</b>
<b>Interest Charges, Net</b>	<b>92,383</b>	<b>2,132</b>	<b>128,759</b>	<b>16,225</b>
<b>Preferred Stock Dividends of Subsidiaries</b>	<b>--</b>	<b>--</b>	<b>2,185</b>	<b>--</b>
<b>Income From Continuing Operations</b>				
<b>Before Income Taxes</b>	<b>197,663</b>	<b>2,529</b>	<b>452,868</b>	<b>26,548</b>
<b>Income Taxes</b>	<b>(31,674)</b>	<b>2,529</b>	<b>235,071</b>	<b>7,969</b>
<b>Income From Continuing Operations</b>	<b>229,337</b>	<b>-</b>	<b>217,797</b>	<b>18,579</b>
<b>Discontinued Operations</b>				
Loss from businesses sold	-	-	-	-
Income taxes (benefits)	-	-	1,166	-
<b>Income (Loss) From Discontinued Operations</b>	<b>--</b>	<b>--</b>	<b>(1,166)</b>	<b>--</b>
<b>Net Income</b>	<b>\$229,337</b>	<b>-</b>	<b>\$216,631</b>	<b>\$18,579</b>
<b>Earnings Per Share From Continuing Operations, basic</b>				
<b>Earnings Per Share From Continuing Operations, diluted</b>				
<b>Earnings Per Share, basic</b>				
<b>Earnings Per Share, diluted</b>				
<b>Average Common Shares Outstanding, basic</b>				
<b>Average Common Shares Outstanding, diluted</b>				

**Energy East Corporation**  
**Consolidating Income Statement**

**For the Twelve Months Ended December 31, 2004**  
(Thousands, except per share amounts)

	<b>CMP Group, Inc. Consolidated</b>	<b>CTG Resources, Inc. Consolidated</b>	<b>Berkshire Energy Resources Consolidated</b>	<b>The Energy Network, Inc. Consolidated</b>
<b>Operating Revenues</b>				
Sales and services	\$619,912	\$382,819	\$66,455	\$202,227
<b>Operating Expenses</b>				
Electricity purchased and fuel used in generation	239,626	--	--	146,633
Natural gas purchased	-	212,541	37,346	39,575
Other operating expenses	196,422	65,061	11,621	14,461
Maintenance	29,070	7,702	889	268
Depreciation and amortization	42,088	27,446	5,055	484
Other taxes	16,958	23,174	2,385	1,531
Gain on sale of generation assets	-	-	-	-
Deferral of asset sale gain	-	-	-	-
<b>Total Operating Expenses</b>	<b>524,164</b>	<b>335,924</b>	<b>57,296</b>	<b>202,952</b>
<b>Operating Income</b>	<b>95,748</b>	<b>46,895</b>	<b>9,159</b>	<b>(725)</b>
<b>Other (Income)</b>	<b>(4,232)</b>	<b>(4,237)</b>	<b>(1,397)</b>	<b>(610)</b>
<b>Other Deductions</b>	<b>6</b>	<b>2,023</b>	<b>26</b>	<b>44</b>
<b>Interest Charges, Net</b>	<b>25,469</b>	<b>13,254</b>	<b>3,703</b>	<b>216</b>
<b>Preferred Stock Dividends of Subsidiaries</b>	<b>1,442</b>	<b>52</b>	<b>12</b>	<b>--</b>
<b>Income From Continuing Operations</b>				
<b>Before Income Taxes</b>	<b>73,063</b>	<b>35,803</b>	<b>6,815</b>	<b>(375)</b>
<b>Income Taxes</b>	<b>24,068</b>	<b>13,558</b>	<b>2,618</b>	<b>(65)</b>
<b>Income From Continuing Operations</b>	<b>48,995</b>	<b>22,245</b>	<b>4,197</b>	<b>(310)</b>
<b>Discontinued Operations</b>				
Loss from businesses sold	(6,249)	-	-	(859)
Income taxes (benefits)	152	-	-	(142)
<b>Income (Loss) From Discontinued Operations</b>				
	<b>(6,401)</b>	<b>--</b>	<b>--</b>	<b>(717)</b>
<b>Net Income</b>	<b>\$42,594</b>	<b>\$22,245</b>	<b>\$4,197</b>	<b>\$(1,027)</b>
<b>Earnings Per Share From Continuing Operations, basic</b>				
<b>Earnings Per Share From Continuing Operations, diluted</b>				
<b>Earnings Per Share, basic</b>				
<b>Earnings Per Share, diluted</b>				
<b>Average Common Shares Outstanding, basic</b>				
<b>Average Common Shares Outstanding, diluted</b>				

Exhibit F-1

**Energy East Corporation**  
**Consolidating Income Statement**  
**For the Twelve Months Ended December 31, 2004**  
(Thousands, except per share amounts)

**Energy East  
Enterprises,**

**Energy East**

	Inc. Consolidated	Energy East Eliminations	Utility Shared Services	Corporation Consolidated
<b>Operating Revenues</b>				
Sales and services	\$8,108	\$(169,684)	\$71,497	\$4,756,692
<b>Operating Expenses</b>				
Electricity purchased and fuel used in generation	--	(4,613)	--	1,570,410
Natural gas purchased	4,984	(28,113)	-	1,030,314
Other operating expenses	2,130	(129,863)	69,776	790,926
Maintenance	253	-	-	181,725
Depreciation and amortization	688	(142)	-	292,458
Other taxes	350	(1,429)	953	252,860
Gain on sale of generation assets	-	-	-	(340,739)
Deferral of asset sale gain	-	-	-	228,785
<b>Total Operating Expenses</b>	<b>8,405</b>	<b>(164,160)</b>	<b>70,729</b>	<b>4,006,739</b>
<b>Operating Income</b>	<b>(297)</b>	<b>(5,524)</b>	<b>768</b>	<b>749,953</b>
<b>Other (Income)</b>	<b>(213)</b>	<b>306,176</b>	<b>-</b>	<b>(35,497)</b>
<b>Other Deductions</b>	<b>188</b>	<b>(105)</b>	<b>1</b>	<b>15,804</b>
<b>Interest Charges, Net</b>	<b>3</b>	<b>(5,986)</b>	<b>732</b>	<b>276,890</b>
<b>Preferred Stock Dividends of Subsidiaries</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>3,691</b>
<b>Income From Continuing Operations</b>				
<b>Before Income Taxes</b>	<b>(275)</b>	<b>(305,609)</b>	<b>35</b>	<b>489,065</b>
<b>Income Taxes</b>	<b>(100)</b>	<b>(2,565)</b>	<b>35</b>	<b>251,444</b>
<b>Income From Continuing Operations</b>	<b>(175)</b>	<b>(303,044)</b>	<b>-</b>	<b>237,621</b>
<b>Discontinued Operations</b>				
Loss from businesses sold	-	-	-	(7,108)
Income taxes (benefits)	-	-	-	1,176
<b>Income (Loss) From Discontinued Operations</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>(8,284)</b>
<b>Net Income</b>	<b>\$(175)</b>	<b>\$(303,044)</b>	<b>-</b>	<b>\$229,337</b>
<b>Earnings Per Share From Continuing Operations, basic</b>				
				<b>\$1.63</b>
<b>Earnings Per Share From Continuing Operations, diluted</b>				
				<b>\$1.62</b>
<b>Earnings Per Share, basic</b>				
				<b>\$1.57</b>
<b>Average Common Shares Outstanding, basic</b>				
				<b>146,305</b>
<b>Average Common Shares Outstanding, diluted</b>				
				<b>146,713</b>

**Energy East Corporation**  
**Consolidating Balance Sheet**  
**December 31, 2004**  
**(Thousands)**

	Energy East Holding Company	Energy East Management Corporation	RGS Energy Group, Inc. Consolidated	Connecticut Energy Corporation Consolidated
<b>Assets</b>				
<b>Current Assets</b>				
Cash and cash equivalents	\$85,457	\$9,435	\$90,762	\$12,632
Notes receivable	15,418	-	-	-
Accounts receivable, net	10,373	21,265	481,639	106,947
Fuel, at average cost	-	-	95,805	43,688
Materials and supplies, at average cost	-	(1)	16,036	1,068
Accumulated deferred income tax benefits, net	-	-	22,804	-
Prepayments and other current assets	(20,951)	-	97,817	2,731
<b>Total Current Assets</b>	<b>90,297</b>	<b>30,699</b>	<b>804,863</b>	<b>167,066</b>
<b>Utility Plant, at Original Cost</b>				
Electric	-	-	3,901,554	-
Natural gas	-	-	1,264,591	520,604
Common	-	-	333,883	-
	-	-	<b>5,500,028</b>	<b>520,604</b>
Less: accumulated depreciation	-	-	1,752,758	122,959
<b>Net Utility Plant in Service</b>	<b>-</b>	<b>-</b>	<b>3,747,270</b>	<b>397,645</b>
Construction work in progress	-	-	50,678	1,221
<b>Total Utility Plant</b>	<b>-</b>	<b>-</b>	<b>3,797,948</b>	<b>398,866</b>
<b>Other Property and Investments, Net</b>	<b>3,947,628</b>	<b>737</b>	<b>50,092</b>	<b>14,118</b>
<b>Regulatory and Other Assets</b>				
Regulatory assets				
Nuclear plant obligations	-	-	209,710	-
Unfunded future income taxes	(101,873)	-	56,022	54,263
Deferred income taxes	(65,412)	-	65,412	-
Unamortized loss on debt reacquisitions	-	-	50,872	-
Demand-side management program costs	-	-	-	-
Environmental remediation costs	-	-	87,850	15,290
Nonutility generator termination agreements	-	-	91,465	-
Asset retirement obligations	-	-	-	-
Other	-	-	208,676	68,742
<b>Total regulatory assets</b>	<b>(167,285)</b>	<b>-</b>	<b>770,007</b>	<b>138,295</b>
Other assets				
Goodwill, net	-	-	652,583	263,887
Prepaid pension benefits	-	220	552,768	32,062
Other	10,910	10,701	93,591	29,122
<b>Total other assets</b>	<b>10,910</b>	<b>10,921</b>	<b>1,298,942</b>	<b>325,071</b>
<b>Total Regulatory and Other Assets</b>	<b>(156,375)</b>	<b>10,921</b>	<b>2,068,949</b>	<b>463,366</b>
<b>Total Assets</b>	<b>\$3,881,550</b>	<b>\$42,357</b>	<b>\$6,721,852</b>	<b>\$1,043,416</b>

**Energy East Corporation**  
**Consolidating Balance Sheet**  
**December 31, 2004**  
**(Thousands)**

Energy East	Energy East	RGS Energy	Connecticut Energy
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	Holding Company	Management Corporation	Group, Inc. Consolidated	Corporation Consolidated
<b>Liabilities</b>				
<b>Current Liabilities</b>				
Current portion of preferred stock of subsidiary subject to mandatory redemption requirements	--	--	--	--
Current portion of long-term debt	-	-	\$6,216	\$25,000
Notes payable	-	-	57,968	50,418
Accounts payable and accrued liabilities	\$3,713	\$3,553	278,452	55,505
Interest accrued	13,834	78	16,491	3,481
Taxes accrued	(25,081)	1,628	16,850	5,587
Accumulated deferred income tax benefits, net	-	-	-	-
Other	5,093	13,787	115,697	5,476
<b>Total Current Liabilities</b>	<b>(2,441)</b>	<b>19,046</b>	<b>491,674</b>	<b>145,467</b>
<b>Regulatory and Other Liabilities</b>				
Regulatory liabilities				
Accrued removal obligation	-	-	497,395	88,889
Deferred income taxes	(65,412)	-	687	19,264
Unfunded future income taxes	(101,873)	-	101,873	-
Gain on sale of generation assets	-	-	193,252	-
Pension benefits	-	-	18,033	-
Other	-	-	61,616	1,925
<b>Total regulatory liabilities</b>	<b>(167,285)</b>	<b>-</b>	<b>872,856</b>	<b>110,078</b>
Other liabilities				
Deferred income taxes	(2,451)	(9,728)	727,599	71,932
Nuclear plant obligations	-	-	105,391	-
Other postretirement benefits	-	-	306,843	8,994
Asset Retirement Obligation	-	-	2,123	255
Environmental remediation costs	-	-	126,559	10,649
Other	13,570	21,972	121,883	57,210
<b>Total other liabilities</b>	<b>11,119</b>	<b>12,244</b>	<b>1,390,398</b>	<b>149,040</b>
<b>Total Regulatory and Other Liabilities</b>	<b>(156,166)</b>	<b>12,244</b>	<b>2,263,254</b>	<b>259,118</b>
Debt owed to subsidiary holding solely parent debentures	355,670	-	-	-
Preferred stock of subsidiary subject to mandatory redemption requirements	--	--	--	--
Long-term debt	1,009,308	-	1,762,261	179,000
<b>Total Liabilities</b>	<b>1,206,371</b>	<b>31,290</b>	<b>4,517,189</b>	<b>583,585</b>
<b>Commitments</b>				
<b>Preferred Stock of Subsidiaries</b>				
Redeemable solely at the option of subsidiaries	-	-	10,159	-
<b>Common Stock Equity</b>				
Common stock	1,471	-	430,057	1
Capital in excess of par value	1,480,100	11,067	1,490,828	438,388
Retained earnings	1,201,380	-	263,896	31,955
Accumulated other comprehensive income (loss)	(2,069)	-	9,723	(10,513)
Deferred compensation	(5,020)	-	-	-
Treasury stock, at cost	(683)	-	-	-
<b>Total Common Stock Equity</b>	<b>2,675,179</b>	<b>11,067</b>	<b>2,194,504</b>	<b>459,831</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$3,881,550</b>	<b>\$42,357</b>	<b>\$6,721,852</b>	<b>\$1,043,416</b>

Exhibit F-2

**Energy East Corporation**  
**Consolidating Balance Sheet**  
**December 31, 2004**  
**(Thousands)**

	CTG	Berkshire	
	<b>CMP Group,</b>	<b>Energy</b>	<b>The Energy</b>
	<b>Inc.</b>	<b>Resources</b>	<b>Network, Inc.</b>
	<b>Consolidated</b>	<b>Consolidated</b>	<b>Consolidated</b>

**Assets****Current Assets**

Cash and cash equivalents	\$24,778	\$13,603	\$1,437	\$6,350
Notes receivable	-	-	-	-
Accounts receivable, net	129,666	80,390	9,736	23,802
Fuel, at average cost	-	51,934	5,776	1,437
Materials and supplies, at average cost	6,976	837	456	160
Accumulated deferred income tax benefits, net	1,383	9,580	202	--
Prepayments and other current assets	9,030	3,803	1,250	1,719
<b>Total Current Assets</b>	<b>171,833</b>	<b>160,147</b>	<b>18,857</b>	<b>33,468</b>

**Utility Plant, at Original Cost**

Electric	1,381,274	-	-	-
Natural gas	-	548,413	135,265	-
Common	-	82,236	-	-
	<b>1,381,274</b>	<b>630,649</b>	<b>135,265</b>	-
Less accumulated depreciation	477,181	210,685	35,188	-
<b>Net Utility Plant in Service</b>	<b>904,093</b>	<b>419,964</b>	<b>100,077</b>	-
Construction work in progress	8,304	3,074	691	-
<b>Total Utility Plant</b>	<b>912,397</b>	<b>423,038</b>	<b>100,768</b>	-

**Other Property and Investments, Net**

	<b>30,128</b>	<b>35,561</b>	<b>1,666</b>	<b>39,714</b>
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**Regulatory and Other Assets**

Regulatory assets				
Nuclear plant obligations	146,362	-	-	-
Unfunded future income taxes	108,748	(1,428)	(286)	-
Deferred income taxes	-	-	-	-
Unamortized loss on debt reacquisitions	7,473	--	--	--
Demand-side management program costs	--	--	--	--
Environmental remediation costs	644	-	18,268	-
Nonutility generator termination agreements	4,693	--	--	--
Asset retirement obligations	-	-	-	-
Other	93,545	40,656	7,121	-
Total regulatory assets	361,465	39,228	25,103	-
Other assets				
Goodwill, net	325,196	223,027	60,660	
Prepaid pension benefits	31,800	26,020	14,532	
Other	13,997	8,127	3,644	(555)
Total other assets	370,993	257,174	78,836	(555)
<b>Total Regulatory and Other Assets</b>	<b>732,458</b>	<b>296,402</b>	<b>103,939</b>	<b>(555)</b>
<b>Total Assets</b>	<b>\$1,846,816</b>	<b>\$915,148</b>	<b>\$225,230</b>	<b>\$72,627</b>

Exhibit F-2

**Energy East Corporation**  
**Consolidating Balance Sheet**  
**December 31, 2004**  
(Thousands)

	<b>CTG</b>	<b>Berkshire</b>	
	<b>CMP Group,</b>	<b>Energy</b>	<b>The Energy</b>
	<b>Inc.</b>	<b>Resources</b>	<b>Network, Inc.</b>
	<b>Consolidated</b>	<b>Consolidated</b>	<b>Consolidated</b>

**Liabilities****Current Liabilities**

Current portion of preferred stock of subsidiary subject to mandatory redemption requirements	--	--	--	--
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Current portion of long-term debt	\$23,015	\$5,000	-	-
Notes payable	37,500	59,000	\$4,000	\$5,500
Accounts payable and accrued liabilities	65,134	67,304	6,244	20,993
Interest accrued	5,470	3,270	935	10
Taxes accrued	4,952	5,030	(598)	(375)
Accumulated deferred income tax benefits, net	-	-	-	-
Other	34,977	4,770	603	291
<b>Total Current Liabilities</b>	<b>171,048</b>	<b>144,374</b>	<b>11,184</b>	<b>26,419</b>
<b>Regulatory and Other Liabilities</b>				
Regulatory liabilities				
Accrued removal obligation	87,711	72,664	15,861	-
Deferred income taxes	82,266	(16,206)	888	-
Unfunded future income taxes	-	-	-	-
Gain on sale of generation assets	40,126	-	-	-
Pension benefits	-	-	7,321	-
Other	28,470	15,921	-	-
Total regulatory liabilities	238,573	72,379	24,070	-
Other liabilities				
Deferred income taxes	78,711	87,098	18,017	1,181
Nuclear plant obligations	146,362	-	-	-
Other postretirement benefits	81,995	22,053	-	-
Asset retirement obligation	-	-	-	-
Environmental remediation costs	3,070	-	9,985	-
Other	125,300	59,148	7,201	11,787
Total other liabilities	435,438	168,299	35,203	12,968
<b>Total Regulatory and Other Liabilities</b>	<b>674,011</b>	<b>240,678</b>	<b>59,273</b>	<b>12,968</b>
Debt owed to subsidiary holding solely parent debentures	-	-	-	-
Preferred stock of subsidiary subject to mandatory redemption requirements	--	--	--	--
Long-term debt	291,546	153,900	46,000	-
<b>Total Liabilities</b>	<b>1,136,605</b>	<b>538,952</b>	<b>116,457</b>	<b>39,387</b>
<b>Commitments</b>				
<b>Preferred Stock of Subsidiaries</b>				
Redeemable solely at the option of subsidiaries	35,518	750	244	-
<b>Common Stock Equity</b>				
Common stock	-	1	-	54,440
Capital in excess of par value	766,692	355,945	104,300	66,169
Retained earnings	(68,922)	35,393	4,247	(85,655)
Accumulated other comprehensive income (loss)	(23,077)	(15,893)	(18)	(1,714)
Deferred compensation	-	-	-	-
Treasury stock, at cost	-	-	-	-
<b>Total Common Stock Equity</b>	<b>674,693</b>	<b>375,446</b>	<b>108,529</b>	<b>33,240</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$1,846,816</b>	<b>\$915,148</b>	<b>\$225,230</b>	<b>\$72,627</b>

Exhibit F-2

**Energy East Corporation**  
**Consolidating Balance Sheet**  
**December 31, 2004**  
**(Thousands)**

	Energy East Enterprises, Inc. Consolidated	Energy East Eliminations	Utility Shared Services	Energy East Consolidated
<b>Assets</b>				
<b>Current Assets</b>				
Cash and cash equivalents	\$1,022	-	\$1,644	\$247,120
Notes receivable	-	\$(15,418)	-	-
Accounts receivable, net	1,578	(57,697)	13,857	821,556
Fuel, at average cost	-	-	-	198,640



Materials and supplies, at average cost	412	39	609	26,592
Accumulated deferred income tax benefits, net	--	--	--	33,969
Prepayments and other current assets	206	-	24	95,629
<b>Total Current Assets</b>	<b>3,218</b>	<b>(73,076)</b>	<b>16,134</b>	<b>1,423,506</b>
<b>Utility Plant, at Original Cost</b>				
Electric	-	-	-	5,282,828
Natural gas	24,582	-	-	2,493,455
Common	-	-	4,253	420,372
	<b>24,582</b>	-	<b>4,253</b>	<b>8,196,655</b>
Less accumulated depreciation	2,980	-	262	2,602,013
<b>Net Utility Plant in Service</b>	<b>21,602</b>	-	<b>3,991</b>	<b>5,594,642</b>
Construction work in progress	667	-	2,891	67,526
<b>Total Utility Plant</b>	<b>22,269</b>	-	<b>6,882</b>	<b>5,662,168</b>
<b>Other Property and Investments, Net</b>	<b>688</b>	<b>(3,930,184)</b>	-	<b>190,148</b>
<b>Regulatory and Other Assets</b>				
Regulatory assets				
Nuclear plant obligations	-	-	-	356,072
Unfunded future income taxes	-	-	-	115,446
Deferred income taxes	-	-	-	-
Unamortized loss on debt reacquisitions	--	--	--	58,345
Demand-side management program costs	--	--	--	--
Environmental remediation costs	-	-	-	122,052
Nonutility generator termination agreements	--	--	--	96,158
Asset retirement obligations	-	-	-	-
Other	474	-	-	419,214
Total regulatory assets	474	-	-	1,167,287
Other assets				
Goodwill, net	-	-	-	1,525,353
Prepaid pension benefits	-	-	-	657,402
Other	446	246	20	170,249
Total other assets	446	246	20	2,353,004
<b>Total Regulatory and Other Assets</b>	<b>920</b>	<b>246</b>	<b>20</b>	<b>3,520,291</b>
<b>Total Assets</b>	<b>\$27,095</b>	<b>\$(4,003,014)</b>	<b>\$23,036</b>	<b>\$10,796,113</b>

Exhibit F-2

**Energy East Corporation**  
**Consolidating Balance Sheet**  
**December 31, 2004**  
**(Thousands)**

	Energy East Enterprises, Inc. Consolidated	Energy East Eliminations	Utility Shared Services	Energy East Corporation Consolidated
<b>Liabilities</b>				
<b>Current Liabilities</b>				
Current portion of preferred stock of subsidiary subject to mandatory redemption requirements	--	--	--	--
Current portion of long-term debt	-	-	-	\$59,231
Notes payable	-	\$(15,414)	\$7,500	206,472
Accounts payable and accrued liabilities	\$1,191	(57,535)	10,322	454,876
Interest accrued	-	(167)	67	43,469
Taxes accrued	(297)	-	871	8,568
Accumulated deferred income tax benefits, net	-	-	-	-
Other	102	-	3,432	184,227

<b>Total Current Liabilities</b>	<b>996</b>	<b>(73,116)</b>	<b>22,192</b>	<b>956,843</b>
<b>Regulatory and Other Liabilities</b>				
Regulatory liabilities				
Accrued removal obligation	-	-	-	762,520
Deferred income taxes	-	-	-	21,487
Unfunded future income taxes	-	-	-	-
Gain on sale of generation assets	-	-	-	233,378
Pension benefits	-	-	-	25,354
Other	-	-	-	107,932
<b>Total regulatory liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,150,671</b>
Other liabilities				
Deferred income taxes	1,850	-	(610)	973,599
Nuclear plant obligations	-	-	-	251,753
Other postretirement benefits	-	-	-	419,885
Asset Retirement Obligation	-	-	-	2,378
Environmental remediation costs	-	-	-	150,263
Other	12	(3,843)	867	415,107
<b>Total other liabilities</b>	<b>1,862</b>	<b>(3,843)</b>	<b>257</b>	<b>2,212,985</b>
<b>Total Regulatory and Other Liabilities</b>	<b>1,862</b>	<b>(3,843)</b>	<b>257</b>	<b>3,363,656</b>
Debt owed to subsidiary holding solely parent debentures	-	-	-	355,670
Preferred stock of subsidiary subject to mandatory redemption requirements	--	--	--	--
Long-term debt	-	-	-	3,442,015
<b>Total Liabilities</b>	<b>2,858</b>	<b>(76,959)</b>	<b>22,449</b>	<b>8,118,184</b>
<b>Commitments</b>	-	-	-	-
<b>Preferred Stock of Subsidiaries</b>				
Redeemable solely at the option of subsidiaries	-	-	-	46,671
<b>Common Stock Equity</b>				
Common stock (\$.01 par value)	-	(484,499)	-	1,471
Capital in excess of par value	30,827	(3,267,385)	587	1,477,518
Retained earnings	(6,590)	(174,171)	-	1,201,533
Accumulated other comprehensive income (loss)	-	-	-	(43,561)
Deferred compensation	-	-	-	(5,020)
Treasury stock, at cost	-	-	-	(683)
<b>Total Common Stock Equity</b>	<b>24,237</b>	<b>(3,926,055)</b>	<b>587</b>	<b>2,631,258</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$27,095</b>	<b>\$(4,003,014)</b>	<b>\$23,036</b>	<b>\$10,796,113</b>

**Energy East Corporation**  
**Consolidating Cash Flow Statement**  
**For the Twelve Months Ended December 31, 2004**  
(Thousands)

	Energy East Holding Company	Energy East Management Corporation	RGS Energy Group, Inc. Consolidated	Connecticut Energy Corporation Consolidated
<b>Operating Activities</b>				
Net income (loss)	\$229,337	-	\$218,816	\$18,579
Adjustments to reconcile net income to net cash provided by operating activities				
Depreciation and amortization	357	\$142	288,285	30,790
Income taxes and investment tax credits deferred, net	(2,200)	(2,111)	67,632	1,116
Pension income	-	281	(39,732)	1,078
Income taxes related to gain on sale of operation assets	-	-	111,954	-
Gain on sale of generation assets	-	-	(340,739)	-
Deferral of asset sale gain	-	-	228,785	-
Changes in current operating assets and liabilities				
Accounts receivable, net	(6,302)	15,636	(24,253)	(25,421)
Inventory	-	1	(19,007)	(12,366)
Notes receivable, current	24,132	-	-	-
Prepayments and other current assets	2,220	221	1,407	(1,457)
Accounts payable and accrued liabilities	(1,501)	(14,571)	31,049	19,812
Customer refund	-	-	(58,219)	-
Interest accrued	89	78	(5,339)	(26)
Taxes accrued	17,327	5,391	(107,761)	(1,647)
Other current liabilities	665	3,945	(31,219)	341
Pension contribution	-	(501)	-	(3,000)
Other assets	157,971	(1)	(17,147)	(12,481)
Other liabilities	759	3,864	(44,971)	691
<b>Net Cash Provided by (Used in) Operating Activities</b>	<b>422,854</b>	<b>12,375</b>	<b>259,541</b>	<b>16,009</b>
<b>Investing Activities</b>				
Utility plant additions	-	(51)	(195,532)	(21,032)
Proceeds from sale of generation assets	-	-	453,678	-
Refund of excess decommissioning fund	-	-	76,593	-
Other property and investments additions	(2,378)	-	(1,138)	-
Other property and investments sold	1,357	1,039	-	-
Other	-	-	(8,560)	-
<b>Net Cash (Used in) Provided by Investing Activities</b>	<b>(1,021)</b>	<b>988</b>	<b>325,041</b>	<b>(21,032)</b>
<b>Financing Activities</b>				
Issuance of common stock	(2,988)	-	-	-
Equity contribution	-	2,165	-	-
Repayments of first mortgage bonds and preferred stock of subsidiaries, including net premiums	--	--	(201,000)	--
Long-term note issuances	-	-	204,000	-
Long-term note repayments	(17,150)	-	(210,875)	-
Notes payable three months or less, net	(190,000)	(15,000)	16,567	20,302
Notes payable issuances	-	-	-	-
Notes payable repayments	-	-	-	-
Bank overdraft	-	-	7,190	7
Liquidating dividends paid	-	(5,000)	(75,000)	-
Dividends on common stock	(136,374)	-	(302,185)	(10,000)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>(346,512)</b>	<b>(17,835)</b>	<b>(561,303)</b>	<b>10,309</b>
<b>Net (Decrease) Increase in Cash and Cash Equivalents</b>	<b>75,321</b>	<b>(4,472)</b>	<b>23,279</b>	<b>5,286</b>
<b>Cash and Cash Equivalents, Beginning of Year</b>	<b>10,136</b>	<b>13,907</b>	<b>67,483</b>	<b>7,346</b>
<b>Cash and Cash Equivalents, End of Year</b>	<b>\$85,457</b>	<b>\$9,435</b>	<b>\$90,762</b>	<b>\$12,632</b>

**Energy East Corporation**  
**Consolidating Cash Flow Statement**  
**For the Twelve Months Ended December 31, 2004**  
(Thousands)

	CMP Group, Inc. Consolidated	CTG Resources, Inc. Consolidated	Berkshire Energy Resources Consolidated	The Energy Network, Inc. Consolidated
<b>Operating Activities</b>				
Net income (loss)	\$44,036	\$22,297	\$4,209	\$(1,027)
Adjustments to reconcile net income to net cash provided by operating activities				

Depreciation and amortization	24,070	25,765	6,610	589
Income taxes and investment tax credits deferred, net	16,271	915	1,249	656
Pension (income) expense	8,323	6,288	(584)	-
Income taxes related to gain on sale of operation assets	-	-	-	-
Gain on sale of generation assets	-	-	-	-
Deferral of asset sale gain	-	-	-	-
<b>Changes in current operating assets and liabilities</b>				
Accounts receivable, net	(7,913)	(14,878)	(854)	11,318
Inventory	(324)	(11,219)	(920)	919
Notes receivable, net	-	-	-	-
Prepayments and other current assets	1,203	(1,866)	(534)	181
Accounts payable and accrued liabilities	24,048	20,644	1,766	(3,151)
Customer refund	-	-	-	-
Interest accrued	73	(376)	66	10
Taxes accrued	1,223	(8,241)	(671)	673
Other current liabilities	(12,626)	215	(52)	(1,962)
Pension contribution	(10,500)	(5,660)	-	-
Other assets	(33,623)	(22,882)	(1,928)	10,668
Other liabilities	24,553	8,313	1,371	(8,802)
<b>Net Cash Provided by (Used in) Operating Activities</b>	<b>78,814</b>	<b>19,315</b>	<b>9,728</b>	<b>10,072</b>
<b>Investing Activities</b>				
Utility plant additions	(48,966)	(21,512)	(5,329)	-
Proceeds from sale of generation assets	-	-	-	-
Refund of excess decommissioning fund	-	-	-	-
Other property and investments additions	(624)	(877)	(303)	(303)
Other property and investments sold	3,238	-	-	-
Other	9,477	-	207	(62)
<b>Net Cash (Used in) Provided by Investing Activities</b>	<b>(36,875)</b>	<b>(22,389)</b>	<b>(5,425)</b>	<b>(365)</b>
<b>Financing Activities</b>				
Issuance of common stock	-	-	-	-
Equity contribution	-	-	-	27
Repayments of first mortgage bonds and preferred stock of subsidiaries, including net premiums	--	--	(5)	-
Long-term note issuances	(3,025)	-	12,000	-
Long-term note repayments	-	(15,000)	(6,000)	-
Notes payable three months or less, net	22,500	31,000	-	(9,939)
Notes payable issuances	-	-	4,000	-
Notes payable repayments	-	-	(13,000)	-
Bank overdraft	(1,305)	-	-	-
Liquidating dividends paid	-	-	-	-
Dividends on common stock	(58,361)	(16,052)	(2,012)	-
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>(40,191)</b>	<b>(52)</b>	<b>(5,017)</b>	<b>(9,912)</b>
<b>Net (Decrease) Increase in Cash and Cash Equivalents</b>	<b>1,748</b>	<b>(3,126)</b>	<b>(714)</b>	<b>(205)</b>
<b>Cash and Cash Equivalents, Beginning of Year</b>	<b>23,030</b>	<b>16,729</b>	<b>2,151</b>	<b>6,555</b>
<b>Cash and Cash Equivalents, End of Year</b>	<b>\$24,778</b>	<b>\$13,603</b>	<b>\$1,437</b>	<b>\$6,350</b>

Exhibit F-3

**Energy East Corporation**  
**Consolidating Cash Flow Statement**  
**For the Twelve Months Ended December 31, 2004**  
(Thousands)

	Energy East Enterprises, Inc. Consolidated	Energy East Eliminations	Utility Shared Services	Energy East Consolidated
<b>Operating Activities</b>				
Net income (loss)	\$(175)	\$(306,735)	-	\$229,337
Adjustments to reconcile net income to net cash provided by operating activities				
Depreciation and amortization	573	-	-	377,181
Income taxes and investment tax credits deferred, net	409	-	\$(610)	83,327
Pension (income) expense	-	(4,462)	-	(28,808)
Income taxes related to gain on sale of operation assets	-	-	-	111,954
Gain on sale of generation assets	-	-	-	(340,739)
Deferral of asset sale gain	-	-	-	228,785
<b>Changes in current operating assets and liabilities</b>				
Accounts receivable, net	(748)	(2,795)	(13,857)	(70,067)
Inventory	(54)	-	(609)	(43,579)
Notes receivable, current	-	(24,132)	-	-
Prepayments and other current assets	(25)	-	(24)	1,326
Accounts payable and accrued liabilities	159	2,950	10,322	91,527
Customer refund	-	-	-	(58,219)
Interest accrued	-	(161)	67	(5,519)
Taxes accrued	995	-	871	(91,840)
Other current liabilities	48	-	3,432	(37,213)

Pension contribution	-	-	-	(19,661)
Other assets	(603)	(161,294)	(1,554)	(82,874)
Other liabilities	127	6,823	1,454	(5,818)
<b>Net Cash Provided by (Used in) Operating Activities</b>	<b>706</b>	<b>(489,806)</b>	<b>(508)</b>	<b>339,100</b>
<b>Investing Activities</b>				
Utility plant additions	(1,493)	-	(5,348)	(299,263)
Proceeds from sale of generation assets	-	-	-	453,678
Refund of excess decommissioning fund	-	-	-	76,593
Other property and investments additions	-	-	-	(5,623)
Other property and investments sold	527	-	-	6,161
Other	-	-	-	1,062
<b>Net Cash (Used in) Provided by Investing Activities</b>	<b>(966)</b>	<b>-</b>	<b>(5,348)</b>	<b>232,608</b>
<b>Financing Activities</b>				
Issuance of common stock	-	-	-	(2,988)
Equity contribution	750	(2,942)	-	-
Repayments of first mortgage bonds and preferred stock of subsidiaries, including net premiums	--	-	--	(201,005)
Long-term note issuances	-	-	-	212,975
Long-term note repayments	-	-	-	(249,025)
Notes payable three months or less, net	-	24,138	7,500	(92,932)
Notes payable issuances	-	-	-	4,000
Notes payable repayments	-	-	-	(13,000)
Bank overdraft	-	-	-	5,892
Liquidating dividends paid	-	80,000	-	-
Dividends on common stock	-	388,610	-	(136,374)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>750</b>	<b>\$489,806</b>	<b>7,500</b>	<b>(472,457)</b>
<b>Net (Decrease) Increase in Cash and Cash Equivalents</b>	<b>490</b>	<b>-</b>	<b>1,644</b>	<b>99,251</b>
<b>Cash and Cash Equivalents, Beginning of Year</b>	<b>532</b>	<b>-</b>	<b>-</b>	<b>147,869</b>
<b>Cash and Cash Equivalents, End of Year</b>	<b>\$1,022</b>	<b>-</b>	<b>\$1,644</b>	<b>\$247,120</b>

**Energy East Corporation**  
**Consolidating Retained Earnings Statement**  
**For the Twelve Months Ended December 31, 2004**  
**(Thousands)**

	<b>Energy East Holding Company</b>	<b>Energy East Management Corporation</b>	<b>RGS Energy Group, Inc. Consolidated</b>	<b>Connecticut Energy Corporation Consolidated</b>
Retained earnings at beginning of year	\$1,126,304	-	\$347,265	\$23,376
Net income (loss) available for common shareholder(s)	229,337	--	216,631	18,579
Common stock dividends	(154,261)	-	(300,000)	(10,000)
Adjustment	-	-	-	-
<b>Retained earnings at end of year</b>	<b>\$1,201,380</b>	<b>-</b>	<b>\$263,896</b>	<b>\$31,955</b>

	<b>CMP Group, Inc. Consolidated</b>	<b>CTG Resources, Inc. Consolidated</b>	<b>Berkshire Energy Resources Consolidated</b>	<b>The Energy Network, Inc. Consolidated</b>
Retained earnings at beginning of year	\$(54,597)	\$29,147	\$2,050	\$(84,628)
Net income (loss) available for common shareholder(s)	42,594	22,245	4,197	(1,027)
Common stock dividends	(56,919)	(16,000)	(2,000)	-
Adjustment	-	1	-	-
<b>Retained earnings at end of year</b>	<b>\$(68,922)</b>	<b>\$35,393</b>	<b>\$4,247</b>	<b>\$(85,655)</b>

	<b>Utility Shared Services</b>	<b>Energy East Enterprises, Inc. Consolidated</b>	<b>Energy East Eliminations</b>	<b>Energy East Corporation Consolidated</b>
Retained earnings at beginning of year	-	\$(6,415)	\$(256,045)	\$1,126,457
Net income (loss) available for common shareholder(s)	--	(175)	(303,044)	229,337
Common stock dividends	-	-	384,919	(154,261)
Adjustment	-	-	(1)	-
<b>Retained earnings at end of year</b>	<b>-</b>	<b>\$(6,590)</b>	<b>\$(174,171)</b>	<b>\$1,201,533</b>