

SECURITIES AND EXCHANGE COMMISSION

FORM 424B2

Prospectus filed pursuant to Rule 424(b)(2)

Filing Date: **1994-03-16**
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FILER

ROCHESTER GAS & ELECTRIC CORP

CIK: **84557** | IRS No.: **160612110** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **424B2** | Act: **33** | File No.: **033-49805** | Film No.: **94516212**
SIC: **4931** Electric & other services combined

Business Address
89 EAST AVE
ROCHESTER NY 14649
7165462700

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED AUGUST 4, 1993)

250,000 SHARES

ROCHESTER GAS AND ELECTRIC CORPORATION

6.60% PREFERRED STOCK, SERIES V
(CUMULATIVE, \$100 PAR VALUE)

The New Preferred Stock offered hereby is not redeemable by the Company prior to March 1, 2004. The New Preferred Stock offered hereby is redeemable solely at the option of the Company on or after March 1, 2004 at \$100 per share plus accrued dividends. The New Preferred Stock offered hereby is subject to redemption pursuant to a mandatory sinking fund sufficient to retire on each March 1, beginning March 1, 2004 and continuing to and including March 1, 2008, 12,500 shares, and on March 1, 2009, the balance of the shares outstanding, at \$100 per share plus accrued dividends. In addition, the Company has the non-cumulative right to redeem through the sinking fund up to an additional 12,500 shares on the same terms and dates applicable to the mandatory sinking fund redemptions. See "Supplemental Description of Preferred Stock" herein.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

<TABLE>
<CAPTION>

	PRICE TO PUBLIC (1)	UNDERWRITING DISCOUNT	PROCEEDS TO COMPANY (2)
<S>	<C>	<C>	<C>
Per Share	\$100.00	\$0.875	\$99.125
Total	\$25,000,000	\$218,750	\$24,781,250

</TABLE>

- (1) Plus accrued dividends, if any, from date of original issue.
(2) Before deduction of expenses payable by the Company estimated at \$145,000.

It is expected that the shares of New Preferred Stock offered hereby will be available for delivery at the offices of Smith Barney Shearson Inc., 388 Greenwich Street, New York, New York 10013 on or about March 22, 1994. Such shares are offered when, as and if issued by the Company and accepted by the Underwriters and subject to their right to reject orders in whole or in part.

March 15, 1994

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE NEW PREFERRED STOCK OFFERED HEREBY AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH TRANSACTIONS MAY BE EFFECTED IN THE OVER-THE-COUNTER MARKET OR OTHERWISE. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

RECENT FINANCIAL INFORMATION

The following recent consolidated financial information supplements and should be read in conjunction with the financial statements appearing in the accompanying Prospectus, including the documents incorporated therein by reference.

<TABLE>
<CAPTION>

	TWELVE MONTHS ENDED JANUARY 31, 1994	
	(THOUSANDS OF DOLLARS)	
<S>	<C>	
Total operating revenues.....	\$	974,615
Net income.....	\$	84,952
Dividends on preferred stock.....	\$	7,218
Ratio of earnings to fixed charges and preferred dividends(a).....		2.53x
Utility plant, net (at end of period).....	\$1,672,546	

<TABLE>
<CAPTION>

	CAPITALIZATION AT JANUARY 31, 1994			
	(THOUSANDS OF DOLLARS)			
	ACTUAL		AS ADJUSTED(b)	
<S>	<C>	<C>	<C>	<C>
Long term debt(c).....	\$ 837,118	49.3%	\$ 837,118	49.1%
Preferred stock(d).....	115,000	6.8	122,000	7.2
Common shareholders' equity.....	746,169	43.9	746,169	43.7
Total capitalization.....	\$ 1,698,287	100.0%	\$ 1,705,287	100.0%
Short term debt.....	\$ 68,300		\$ 61,300	
Note Payable--Empire (e).....	\$ 29,600		\$ 29,600	

</TABLE>

- (a) Earnings are defined as pretax income from continuing operations to which fixed charges have been added. Fixed charges are defined in this ratio as:
- (i) interest charges on long term debt, short term debt and Department of Energy liability for nuclear waste disposal;
 - (ii) amortization of debt premium and expense; and
 - (iii) interest amounts included in rental agreements.
- Preferred Stock dividend requirements are computed by increasing Preferred Stock dividends by an amount representing the pretax earnings which would be required to cover such Preferred Stock dividend

requirements.

- (b) As adjusted for the New Preferred Stock offered hereby, the redemption on March 1, 1994 of 180,000 shares of the 8.25% Preferred Stock, Series R (Cumulative, \$100 Par Value), and the repayment of \$7,000,000 of short term debt.
- (c) Includes \$21.3 million of long term debt due within one year and includes the long term liability payable to the Department of Energy for nuclear waste disposal (\$68.2 million).
- (d) Includes \$18.0 million of Preferred Stock redeemable within one year.
- (e) Obligation of Energyline Corporation, a wholly owned subsidiary, in connection with the Empire State Pipeline project.

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SUPPLEMENTAL DESCRIPTION OF PREFERRED STOCK

The following information concerning the New Preferred Stock offered hereby supplements and should be read in conjunction with the information under "Description of Preferred Stock" in the accompanying Prospectus.

Dividend Rights. The payment of dividends on the New Preferred Stock offered hereby and outstanding Preferred Stock will have preference over the payment of dividends on the Common Stock. The initial dividend on the New Preferred Stock offered hereby is expected to be paid on June 1, 1994 for the period from, and including, the date of first issuance through and including May 31, 1994.

Redemption Provisions. The New Preferred Stock offered hereby is not redeemable prior to March 1, 2004. On or after March 1, 2004, the New Preferred Stock offered hereby may be redeemed solely at the option of the Company in whole, or in part by lot, on at least 30 days' notice at \$100 per share plus dividends accrued thereon to the redemption date.

Sinking Fund. On March 1, 2004, and on each March 1 thereafter, to and including March 1, 2008, so long as any shares of the New Preferred Stock offered hereby remain outstanding, the Company will redeem 12,500 shares of the New Preferred Stock offered hereby, or, if less than 12,500 shares are then outstanding, such lesser number of shares, and on March 1, 2009, the Company will redeem the balance of the shares outstanding, pursuant to a mandatory sinking fund at a redemption price of \$100 per share plus dividends accrued thereon to the redemption date. At its option, the Company may redeem through the sinking fund on March 1 in each such year not more than 12,500 additional shares on the same terms. The right to redeem such additional shares shall not be cumulative and shall not reduce the sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the New Preferred Stock offered hereby purchased by the Company. In the event that the Company should be in arrears in the redemption of the New Preferred Stock offered hereby pursuant to the sinking fund, the Company shall not purchase, redeem or otherwise acquire for value, or pay dividends on, any stock junior to the New Preferred Stock offered hereby. The Company shall not have any requirement to redeem shares of the New Preferred Stock offered hereby unless full cumulative dividends upon the outstanding Preferred Stock of all series for all past dividend periods and for the current dividend period shall have been paid or set aside for payment.

Liquidation Rights. The holders of the New Preferred Stock offered hereby are entitled to receive upon liquidation or dissolution the par value per share of the New Preferred Stock offered hereby, together with accrued dividends, before any amount is paid to the holders of the Preference Stock and Common Stock. In

case the assets of the Company are insufficient to pay the holders of all series of the Preferred Stock in full, such holders will share ratably in such assets.

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UNDERWRITING

The Underwriters named below have severally agreed to purchase from the Company the following respective numbers of shares of the New Preferred Stock offered hereby:

<TABLE>
<CAPTION>

UNDERWRITER -----	NUMBER OF SHARES -----
<S>	<C>
Smith Barney Shearson Inc.....	125,000
CS First Boston Corporation.....	125,000

Total.....	250,000
	=====

</TABLE>

The Underwriting Agreement provides that the obligations of the Underwriters are subject to certain conditions precedent and that the Underwriters will be obligated to purchase all of the shares of the New Preferred Stock offered hereby if any are purchased.

The Company has been advised by Smith Barney Shearson Inc. and CS First Boston Corporation, as Underwriters, that the Underwriters propose to offer the New Preferred Stock offered hereby to the public initially at the offering price set forth on the cover page of this Prospectus Supplement and to certain dealers at such price less a concession not in excess of \$.50 per share; that the Underwriters and such dealers may reallocate a concession not in excess of \$.25 per share on sales to certain other dealers; and that after the initial public offering the public offering price and concessions to dealers may be changed by the Underwriters.

The Company has agreed to indemnify the Underwriters against certain liabilities, including civil liabilities under the Securities Act of 1933.

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PROSPECTUS

\$270,000,000

ROCHESTER GAS AND ELECTRIC CORPORATION

SECURITIES

Rochester Gas and Electric Corporation (the "Company") may offer from time to time its First Mortgage Bonds (the "New Bonds") in one or more series, its Preferred Stock (\$100 Par Value or \$25 Par Value) (the "New Preferred Stock") in one or more series and its Common Stock (\$5 Par Value) (the "New Common Stock", and together with the New Bonds and the New Preferred Stock, the "Securities"), in amounts, at prices and on terms to be determined at the time of sale. The aggregate offering price of the Securities will not exceed \$270,000,000.

For each offering of Securities for which this Prospectus is being delivered, there will be an accompanying Prospectus Supplement (the "Prospectus Supplement") that sets forth: with respect to the New Bonds, the designation, principal amount, interest rate, interest payment dates, maturity, public offering price, any redemption terms or other specific terms of the series of New Bonds in respect of which this Prospectus is being delivered; with respect to the New Preferred Stock, the specific number of shares, par value, dividend rate (or method of calculation thereof), public offering price, any redemption and sinking fund terms or other specific terms of the series of New Preferred Stock in respect of which this Prospectus is being delivered; and with respect to the New Common Stock, the specific number of shares and public offering price of the New Common Stock in respect of which this Prospectus is being delivered.

The outstanding shares of Common Stock are, and the New Common Stock will be, listed on the New York Stock Exchange.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Company may sell the Securities through underwriters, through dealers, directly to one or more institutional purchasers or through agents. See "Plan of Distribution." Underwriters may include The First Boston Corporation, Smith Barney, Harris Upham & Co. Incorporated or such other underwriter or underwriters as may be designated by the Company, or an underwriting syndicate represented by one or more of such firms. Such firms may also act as agents. The Prospectus Supplement sets forth the names of such underwriters, dealers or agents, if any, any applicable commissions or discounts and the proceeds to the Company from such sale.

THE DATE OF THIS PROSPECTUS IS AUGUST 4, 1993.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 (the "1934 Act") and, in accordance therewith, files reports and other information with the Securities and Exchange Commission (the "SEC"). Information as of particular dates concerning directors and officers, their remuneration and any material interest of such persons in transactions with the Company is disclosed in proxy statements distributed to shareholders of the Company and filed with the SEC. Such reports, proxy statements and other information can be inspected and copied at the public reference facilities of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549, and at the SEC's regional offices at Northwestern Atrium Center, 500 W. Madison Street, Suite 1400, Chicago, Illinois 60661 and Seven World Trade Center, New York, New York 10048, and copies of such material can be obtained from the Public Reference Section of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. Certain securities of the Company are listed on the New York Stock Exchange, 20 Broad Street, New York, New York 10005 and reports, proxy material and other information concerning the Company may be inspected at the office of that Exchange.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

There are hereby incorporated by reference in this Prospectus the following documents heretofore filed with the SEC pursuant to the 1934 Act:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 1992.
2. The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1993.
3. The Company's Current Report on Form 8-K dated July 15, 1993.

All documents filed by the Company pursuant to Sections 13 or 14 of the 1934 Act after the date of this Prospectus and prior to the termination of the offering of the securities offered hereby shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of filing of such documents.

THE COMPANY HEREBY UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH PERSON, INCLUDING ANY BENEFICIAL OWNER, TO WHOM A COPY OF THIS PROSPECTUS HAS BEEN DELIVERED, ON THE WRITTEN OR ORAL REQUEST OF ANY SUCH PERSON, A COPY OF ANY OR ALL OF THE DOCUMENTS REFERRED TO ABOVE WHICH HAVE BEEN OR MAY BE INCORPORATED BY REFERENCE IN THIS PROSPECTUS, OTHER THAN EXHIBITS TO SUCH DOCUMENTS (UNLESS SUCH EXHIBITS ARE SPECIFICALLY INCORPORATED BY REFERENCE INTO SUCH DOCUMENTS). REQUESTS FOR SUCH COPIES SHOULD BE DIRECTED TO MR. DAVID C. HEILIGMAN, VICE PRESIDENT, SECRETARY AND TREASURER, ROCHESTER GAS AND ELECTRIC CORPORATION, 89 EAST AVENUE, ROCHESTER, NEW YORK 14649 AT TELEPHONE NUMBER (716) 546-2700.

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SELECTED INFORMATION

The following material is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Prospectus, including the documents incorporated herein by reference.

<TABLE>	
<S>	<C>
Company.....	Rochester Gas and Electric Corporation
Common Stock Price Range:	
1992.....	20 7/8-25 1/4
1993 (through July 16, 1993).....	24 1/8-28 3/8
Shares Outstanding at May 31, 1993..	35,090,222
Listed.....	New York Stock Exchange (Symbol: RGS)
Book Value of Common Stock at May 31, 1993.....	\$19.43 per share
Indicated Annual Dividend Rate on Common Stock.....	\$1.72 per share

THE COMPANY

Business.....	Electric and gas utility.
Service area.....	Approximately 2,700 square miles in western New York State, including the City of Rochester.
Revenue distribution (12 months ended May 31, 1993).....	Electric 69%; Gas 31%
Sources of electricity generated and purchased (12 months ended May 31, 1993).....	Nuclear 57%; Coal 22%; Oil 2%; Hydro 3%; Purchased Power 16%

</TABLE>

FINANCIAL INFORMATION

<TABLE>
<CAPTION>

	TWELVE MONTHS ENDED MAY 31,		YEAR ENDED DECEMBER 31,			
	1993	1992	1991	1990	1989	1988
(THOUSANDS OF DOLLARS, EXCEPT PER SHARE AMOUNTS)						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Total operating revenues(a).....	\$ 913,998	\$ 895,532	\$ 853,270	\$ 830,891	\$ 845,697	\$ 775,820
Net income.....	\$ 75,157	\$ 70,439	\$ 57,997	\$ 59,881	\$ 71,444	\$ 76,114
Earnings applicable to Common Stock.....	\$ 67,280	\$ 62,149	\$ 51,034	\$ 53,856	\$ 65,419	\$ 68,766
Earnings per share of Common Stock.....	\$ 1.97	\$ 1.86	\$ 1.60	\$ 1.72	\$ 2.10	\$ 2.25
Cash dividends per share of Common Stock.....	\$ 1.70	\$ 1.68	\$ 1.62	\$ 1.56	\$ 1.50	\$ 1.50
Dividends on Preferred Stock.....	\$ 7,878	\$ 8,290	\$ 6,963	\$ 6,025	\$ 6,025	\$ 7,348
Ratio of earnings to fixed charges(b).....	2.70x	2.55x	2.16x	2.23x	2.40x	2.46x
Ratio of earnings to fixed charges and preferred dividends(c).	2.30x	2.16x	1.90x	1.99x	2.15x	2.16x
Utility plant, net (at end of period).....	\$1,640,675	\$1,629,296	\$1,604,753	\$1,579,963	\$1,546,321	\$1,510,090

</TABLE>

See following page for footnotes.

FINANCIAL INFORMATION-- (CONTINUED)

<TABLE>
<CAPTION>

	CAPITALIZATION AT MAY 31, 1993	
	(THOUSANDS OF DOLLARS) (ACTUAL)	
<S>	<C>	<C>
Long term debt(d).....	\$ 833,210	51.1%
Preferred stock(e).....	115,000	7.1
Common shareholders' equity.....	681,724	41.8
Total capitalization.....	\$1,629,934	100.0%
Short term debt.....	\$ 56,300	

</TABLE>

- (a) For comparative purposes, operating revenues prior to 1989 have been reclassified to reflect the recognition of deferred fuel expenses.
- (b) Earnings are defined as pretax income from continuing operations to which fixed charges have been added. Fixed charges are defined in this ratio as:
- (i) interest charges on long term debt, short term debt and Department of Energy liability for nuclear waste disposal;
 - (ii) amortization of debt premium and expense; and
 - (iii) interest amounts included in rental agreements. Excluding the effect of disallowed plant costs charged to the

current period, the Ratio of Earnings to Fixed Charges would be 2.43x for 1989.

- (c) Earnings are defined as pretax income from continuing operations to which fixed charges have been added. Fixed charges are defined in this ratio as:
 - (i) interest charges on long term debt, short term debt and Department of Energy liability for nuclear waste disposal;
 - (ii) amortization of debt premium and expense; and
 - (iii) interest amounts included in rental agreements.Preferred Stock dividend requirements are computed by increasing Preferred Stock dividends by an amount representing the pretax earnings which would be required to cover such Preferred Stock dividend requirements. Excluding the effect of disallowed plant costs charged to the current period, the Ratio of Earnings to Fixed Charges and Preferred Dividends would be 2.17x for 1989.
- (d) Includes \$80.3 million of long term debt due within one year and includes the long term liability payable to the Department of Energy for nuclear waste disposal (\$66.9 million).
- (e) Includes \$6.0 million of preferred stock redeemable within one year.

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THE COMPANY

Incorporated in 1904 in the State of New York, the Company supplies electric and gas service wholly within that State. It produces and distributes electricity and distributes gas in parts of nine counties centering about the City of Rochester. Of the Company's total operating revenues for the twelve months ended May 31, 1993, approximately 69% was derived from its electric department and 31% from its gas department.

The Company's service area has a population of approximately 920,000 and is well diversified among residential, commercial and industrial consumers. In addition to the City of Rochester, which is the third largest city and a major industrial center in the State, the service area includes a large and prosperous farming area. A majority of the industrial firms in the Company's service area manufacture consumer goods. Many of them are nationally known, such as Eastman Kodak Company, Xerox Corporation, General Motors Corporation and Bausch & Lomb Inc. The mailing address of the Company's executive office is 89 East Avenue, Rochester, New York 14649 and the telephone number is (716) 546-2700.

APPLICATION OF PROCEEDS

The net proceeds from the sale of the Securities will be used to finance a portion of the Company's capital requirements or to discharge or refund certain outstanding indebtedness or preferred stock of the Company, or to satisfy certain sinking fund obligations, or for general corporate purposes, or for any or all of the foregoing purposes.

CAPITAL REQUIREMENTS AND FINANCING

The Company is engaged in a continuous construction program to maintain reliable and safe electric and natural gas service and to meet future customer service requirements. For the period 1993 to 1995, the Company anticipates construction requirements to total approximately \$450 million of which an average of \$4 million per year is for allowance for funds used during construction and other carrying costs.

In addition to its construction requirements, the Company has security maturities and sinking fund obligations, which currently total approximately \$111 million over the three years 1993 to 1995.

The Company's construction program is under continuous review and will be revised depending upon business and economic conditions, rate relief,

government mandates, and other factors.

The Company believes that an average of approximately 80% to 85% of the funds required per year for its 1993 to 1995 construction program will be generated internally and the balance will be obtained through the sale of securities and short term borrowings. The Company also anticipates that the sale of securities and short term borrowings will be required to satisfy security maturities and sinking fund obligations over the three years 1993 to 1995. In addition, the Company may, from time to time, as conditions warrant, issue securities to permit the early redemption of higher cost senior securities.

DESCRIPTION OF THE NEW BONDS

General. The New Bonds in respect of which the accompanying Prospectus Supplement is being delivered are to be issued under a General Mortgage, dated September 1, 1918, between the Company and Bankers Trust Company, as Trustee (the "Trustee"), as previously amended and supplemented and as further to be amended and supplemented by a supplemental indenture relating to such New Bonds (herein collectively called the "Mortgage"). All of the bonds issued and to be issued under the Mortgage, including any bonds designated as secured medium-term notes, are hereinafter referred to as the "bonds."

The New Bonds in respect of which the accompanying Prospectus Supplement is being delivered will be in a principal amount, mature, bear interest and have other specific terms as set forth in such accompanying

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Prospectus Supplement. Interest on such New Bonds will accrue from, and be payable semi-annually on, the dates set forth in such accompanying Prospectus Supplement.

The following statements are summaries and are in all respects subject to and qualified by the Mortgage.

Redemption Provisions. Redemption provisions for the New Bonds in respect of which the accompanying Prospectus Supplement is being delivered will be set forth in such accompanying Prospectus Supplement.

Form and Exchange. The New Bonds will be in fully registered form in the denominations of \$1,000 and any multiple thereof, without coupons, and may be exchanged for other New Bonds of the same series of other authorized denominations with the same interest rate, maturity and other terms in each case for a like aggregate principal amount, without charge to the holders thereof other than for any tax or taxes or other governmental charges.

Security and Priority. The New Bonds will be secured equally and ratably with other bonds issued under the Mortgage by a valid and direct first mortgage on substantially all the property of the Company (except accounts receivable and cash), subject to excepted encumbrances, reservations, contracts and exceptions which the Company does not consider material to the operations of the property. The Mortgage provides for the subjection of after-acquired property (subject to pre-existing liens) to the lien thereof.

Sinking and Improvement Fund. While any bonds issued under the Mortgage are outstanding, the Company will, on or before June 30 of each year, deposit \$333,540 with the Trustee. Instead of depositing cash, the Company may certify bondable value of property additions (on the basis of 60% thereof) or apply the principal amount of prior liens or charges and bonds issued under the Mortgage which might then be made the basis for the issuance of bonds under the Mortgage. Cash so deposited with the Trustee may be withdrawn or used as provided in the Mortgage to purchase or redeem bonds, or to reimburse the Company for up to 60% of the cost or fair value of property which might

otherwise be made the basis of issuance of bonds or withdrawal of cash. If on any December 31 the Trustee holds \$250,000 or more so deposited, such cash must be used to purchase or redeem bonds.

Maintenance Fund. If the aggregate amount applied by the Company subsequent to December 31, 1948 for property additions does not, as of the end of each year, equal the aggregate of the minimum provision for depreciation for the years since that date, the Company is required to deposit cash with the Trustee to make up any deficiency (less certain optional credits). Any cash thus deposited may be used, among other things, to redeem bonds. The minimum provision for depreciation for each year is 2 1/4% of the depreciable utility property at the beginning of the year. As of December 31, 1992, property additions acquired after 1948 exceeded the aggregate of the minimum provision for depreciation by approximately \$1.82 billion. This excess, even if not increased by future property additions and assuming a maximum life of 30 years for any given series of New Bonds, could not be exhausted during the life of such series of New Bonds and thus the Company cannot deposit cash for this Fund during such period.

Issuance of Additional Bonds. Additional bonds may be issued under the Mortgage: (1) to pay for not to exceed 60% of the cost of additional property constructed or acquired on or after January 1, 1949; (2) to reimburse the Company for not to exceed 60% of its expenditures made on or after January 1, 1949, from income or surplus for any of the purposes for which bonds may be issued under (1) above; or (3) to refund or replace any bonds issued under the Mortgage.

Whenever property subject to a prior lien is subjected to the lien of the Mortgage, an amount of bonds or moneys equal to such prior lien shall be reserved to pay such prior lien and thereafter bonds may be issued or moneys withdrawn up to the amount remaining after deducting the amount of such lien from 60% of the aggregate of the expenditures for such property and the amount of such lien. As expenditures are made to pay or acquire such lien, moneys or bonds so reserved equal to such expenditures (but not more than the

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amount of such lien) are to be paid or authenticated and delivered to the Company. The Company will not certify to the Trustee property additions subject to a prior lien if thereby the principal amount of prior liens to be then outstanding will exceed 15% of the principal amount of all bonds then outstanding and which might then be issued.

No additional bonds shall be issued for (1) or (2) above unless earnings for a period of 12 months ending not earlier than 60 days prior to the application for such bonds, after deducting operating expenses, including taxes other than income and similar taxes, rentals, insurance, actual charges for current repairs and maintenance and an amount equal to the minimum provision for depreciation (see "Maintenance Fund") but excluding bond interest, sinking fund charges and amortization of utility plant account, all as set forth in the Mortgage, shall equal at least two times the total annual interest on bonds outstanding and to be outstanding. The ratio for the twelve months ended May 31, 1993 was 4.30x.

At May 31, 1993 the unbonded bondable value of property additions available for use as the basis for the issuance of bonds was approximately \$645 million. In addition, at May 31, 1993 approximately \$83 million of bonds could be issued against bonds which have matured or have been redeemed. The Company intends to issue the New Bonds against bonds which have been retired or against property additions or a combination of both.

Release and Substitution of Property. Release of property is permitted upon the sale or exchange thereof, if, among other conditions, it has ceased to be

useful or profitable to the Company, by deposit of not less than the fair value thereof with the Trustee or, if exchanged, by subjecting to the lien of the Mortgage the property received in exchange.

The Company may under certain conditions without release sell certain disused or undesirable personal property, and surrender or assent to the modification of any franchise and certain easements for distribution purposes. The Company may under certain conditions without release (1) abandon, terminate, release or change any leases and rights of way, (2) surrender or assent to the modification of any right, franchise, license or governmental permit, and (3) dispose of interests in poles and electric lines to certain other utilities.

Modification or Amendment of Mortgage. The Company and the Trustee may enter into supplemental indentures to (1) subject to the Mortgage after-acquired property, (2) limit the amount, issue and purposes of the issue of bonds, (3) provide that bonds of any particular series may be converted into stock, (4) provide for the issue of bonds in certain denominations, (5) retire or redeem bonds, and (6) make necessary or desirable provisions not inconsistent with the Mortgage.

The Mortgage may be modified with the consent of the holders of not less than 75% in principal amount of all bonds, or in case the rights of the holders of one or more, but less than all, series shall be affected, then with the consent of the holders of 75% in principal amount of all series affected, provided that in no event shall such action affecting less than all series be effective unless approved by the majority holders of all the bonds, and provided that no supplemental indenture shall (a) extend the fixed maturity of the bonds, or reduce the rate or extend the time of payment of interest, or reduce the principal amount, or limit the right of a bondholder to institute suit for payment of principal or interest without the consent of the holder of each bond so affected, or (b) reduce the aforesaid percentages which are required to approve any such supplemental indenture without the consent of the holders of all the bonds then outstanding, or (c) permit the creation of any lien prior to or equal with the lien of the Mortgage without the consent of the holders of all the bonds.

Defaults. Events of default are defined as: default in the payment of principal; default for 90 days in the payment of interest; default beyond any grace period in payment of principal or interest on any outstanding prior lien bonds; certain events of bankruptcy, insolvency, reorganization, or arrangement of the Company; and default by the Company for 90 days after notice in the performance of any other covenant or condition in the Mortgage. The Mortgage requires the Company to file annually with the Trustee a Treasurer's certificate stating that the Company is not, to the knowledge of the signers, in default under any of the provisions of the Mortgage.

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Upon the happening of any event of default, the holders of not less than a majority in aggregate principal amount of the bonds secured by the Mortgage then outstanding may require the Trustee to accelerate the maturity of all such bonds and to take all steps necessary to enforce the rights granted by the Mortgage. The holders of not less than seventy-six percent of the aggregate principal amount of bonds then outstanding may direct and control the Trustee's actions in such event and, in the event of any proposed judicial sale, the holders of not less than a majority of such principal amount may cause the Trustee to sell the mortgaged property in parcels, rather than as a whole.

If, prior to any sale of the mortgaged property, all defaults have been remedied, the holders of a majority in aggregate principal amount of all bonds then outstanding may waive and rescind the default and its consequences. Furthermore, the holders of not less than seventy-five percent in aggregate

principal amount of all the bonds (or if only certain series are affected, of such series, together with the consent of the holders of at least a majority in aggregate principal amount of all the bonds) then outstanding may waive events of default (whether or not cured) other than the failure to pay any interest or principal due or the granting of a lien ranking equal to or prior to that granted by the Mortgage.

The holder of any bond secured by the Mortgage may not institute any action to enforce the rights granted by the Mortgage unless the Trustee shall have failed to take action after request by the holders of twenty-five percent of such bonds and provided such holders have offered the Trustee security and indemnity satisfactory to it. Any bondholder, however, shall have at any time the right to bring an action to enforce the payments of principal and interest due on his bonds.

The Trustee may not be compelled to take any action to enforce the rights granted by the Mortgage unless the bondholders requesting the Trustee to take such action have offered to it security and indemnity satisfactory to it against the cost, expenses and liabilities to be incurred thereby.

Trustee. The Company, in the normal course of its business, utilizes banking services offered by the Trustee, Bankers Trust Company, P.O. Box 318, Church Street Station, New York, New York 10015. Among such services may be the making of short term loans.

DESCRIPTION OF PREFERRED STOCK

The Company's authorized Preferred Stock consists of 4,000,000 shares of Preferred Stock (\$25 Par Value), none of which is outstanding, and 2,000,000 shares of Preferred Stock (\$100 Par Value) of which 1,150,000 shares are outstanding.

The following statements with respect to the Company's Preferred Stock are summaries of certain provisions of the Company's Restated Certificate of Incorporation (the "Certificate"), including, as regards the New Preferred Stock in respect of which the accompanying Prospectus Supplement is being delivered, the related "Certificate of Amendment of the Certificate of Incorporation of Rochester Gas and Electric Corporation under Section 805 of the Business Corporation Law" (the "805 Certificate"), setting forth the designation, relative rights, preferences and limitations of the shares of such New Preferred Stock, and are in all respects subject to and qualified by the Certificate and the 805 Certificate.

Dividend Rights. The holders of the New Preferred Stock in respect of which the accompanying Prospectus Supplement is being delivered will be entitled to receive, when and as declared by the Board of Directors, out of retained earnings, cumulative preferential dividends in cash, as specified in such accompanying Prospectus Supplement, and no more, payable quarterly on the first days of March, June, September and December, cumulative from the date of first issuance. The date that the initial dividend on such New Preferred Stock is expected to be payable is set forth in such accompanying Prospectus Supplement. In case the moneys available for distribution, as dividends, shall not be sufficient to pay in full the dividends for any quarterly dividend payment period, at the rate to which they are entitled, on all of the then

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outstanding Preferred Stock, the shares of all series of the Preferred Stock will share ratably in the payment of dividends, including accumulations, if any, in accordance with the sums which would be payable on the shares if all dividends were declared and paid in full.

There are no limitations in any indentures or other agreements on the payment

of dividends on the Preferred Stock.

Voting Rights. With respect to any proposal upon which any series of the Preferred Stock is entitled, as a series, to any vote, the holders of the shares of such series of the Preferred Stock are entitled to one vote for each share so held. With respect to any proposal upon which the Preferred Stock is entitled, as a class, to any vote, the holders of the shares of Preferred Stock shall be entitled to cast one vote for each share of Preferred Stock of the par value of \$100 per share, and one-quarter vote for each share of Preferred Stock of the par value of \$25 per share, held by them, respectively.

If and when dividends payable on the Preferred Stock shall be in default in an amount equivalent to four full quarter-yearly dividends and until all such dividends in default have been paid, the holders of the Preferred Stock, voting separately as a class, and without regard to series, will be entitled to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors and the holders of the shares of the Preference Stock (to the extent provided in the Certificate) and the Common Stock voting separately as a class or classes will be entitled to elect the remaining directors. The holders of Preferred Stock are not entitled to vote in respect of any other matters except those, if any, in respect of which voting rights cannot be denied or waived under some mandatory provision of law, and except that the Certificate contains provisions to the general effect that so long as any shares of Preferred Stock are outstanding such shares shall be entitled to vote on certain matters affecting the rights and preferences of such Preferred Stock relating to (1) an increase in the authorized number of shares of Preferred Stock; (2) the issuance or assumption of any unsecured indebtedness in excess of 15% of the aggregate of secured indebtedness, capital and retained earnings of the Company; (3) consolidation with any other corporation or corporations unless ordered or approved by the Securities and Exchange Commission or any successor Federal regulatory authority; (4) creation or authorization of any new stock ranking prior to or on a parity with the Preferred Stock as to assets or dividends; (5) changes in the provisions of the Preferred Stock in a manner prejudicial to the holders thereof; and (6) the issuance of any shares of Preferred Stock unless in a 12-month period within the preceding 15 months (a) net earnings applicable to payment of dividends on Preferred Stock, after taxes, shall have been at least two times the annual dividend requirements on all Preferred Stock including that proposed to be issued and (b) net earnings available for interest on indebtedness, after taxes, shall have been at least 1 1/2 times the annual interest requirements on indebtedness and annual dividend requirements on all Preferred Stock including that proposed to be issued. A majority vote of the Preferred Stock is required with respect to 1, 2 and 3 above and a two-thirds vote with respect to 4, 5 and 6 above except that as to 5 the two-thirds vote requirement applies only to the series adversely affected.

Redemption Provisions. Redemption provisions for the New Preferred Stock in respect of which the accompanying Prospectus Supplement is being delivered will be set forth in such accompanying Prospectus Supplement.

Liquidation Rights. The holders of the New Preferred Stock in respect of which the accompanying Prospectus Supplement is being delivered are entitled to receive upon voluntary liquidation or dissolution the then current redemption price (other than through a sinking fund) as set forth in such accompanying Prospectus Supplement and upon involuntary liquidation or dissolution the par value per share of such New Preferred Stock, together in each case with accrued dividends, before any amount is paid to the holders of the Preference Stock and Common Stock. In case the assets of the Company are insufficient to pay the holders of all series of the Preferred Stock in full, such holders will share ratably in such assets.

Miscellaneous. Holders of the New Preferred Stock will not have any conversion rights or any preemptive rights to share in or subscribe for any further issue of stock or other securities of the Company. The New Preferred Stock, when duly issued, will be fully paid and nonassessable.

Transfer Agent and Registrar. The Transfer Agent and Registrar for the Preferred Stock is The First National Bank of Boston, Shareholder Services Division, Mail Stop: 45-02-09, P.O. Box 644, Boston, MA 02102-0644.

COMMON STOCK PRICE RANGE AND DIVIDENDS

The following table sets forth the high and low sale prices of the Common Stock of the Company as reported in The Wall Street Journal through July 16, 1993:

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	1991		1992		1993	
	HIGH	LOW	HIGH	LOW	HIGH	LOW
<S>	<C>	<C>	<C>	<C>	<C>	<C>
1st Quarter.....	20 3/4	17 3/4	23 1/4	20 7/8	28 3/8	24 1/8
2nd Quarter.....	20 1/2	19	24	21 1/4	28	25 1/2
3rd Quarter (through July 16, 1993)...	20 7/8	19	24 3/4	22 3/4	28	27 1/2
4th Quarter.....	23 7/8	20 1/8	25 1/4	23 1/8		

The reported last sale price on the New York Stock Exchange on July 16, 1993 was \$28 per share. The book value per share of Common Stock of the Company was \$19.43 at May 31, 1993.

The Company has paid cash dividends quarterly on its Common Stock without interruption since it became publicly held in 1949. Dividends per share paid on the Common Stock during the last five years were as follows:

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	1988	1989	1990	1991	1992
<S>	<C>	<C>	<C>	<C>	<C>
Cash dividends per share.....	\$1.50	\$1.50	\$1.56	\$1.62	\$1.68

The Company increased the quarterly cash dividend rate on its Common Stock to \$.43 per share or an indicated annual rate of \$1.72 per share, effective with the January 1993 dividend payment. Dividend payment dates ordinarily are the 25th day of January, April, July and October.

The Company has an Automatic Dividend Reinvestment and Stock Purchase Plan (Plan) offered by separate prospectus that permits shareholders to automatically reinvest their dividends, and invest optional cash payments of up to \$5,000 each month, in shares of Common Stock. The Company absorbs all expenses of the Plan, except for certain charges incurred in connection with selling shares held in a Plan account.

DESCRIPTION OF COMMON STOCK

The Company has four classes of authorized capital stock: Preferred Stock, Par Value \$100 Per Share; Preferred Stock, Par Value \$25 Per Share; Preference Stock, Par Value \$1 Per Share and Common Stock, Par Value \$5 Per Share. As of the date of this Prospectus no shares of Preferred Stock, Par Value \$25 Per Share or Preference Stock are outstanding. The Preference Stock ranks junior to the Preferred Stock with respect to the payment of dividends and in liquidation.

The following statements are brief summaries of certain provisions of the Restated Certificate of Incorporation of the Company. Such statements are qualified in their entirety by reference to that Restated Certificate.

DIVIDEND RIGHTS. Subject to the preferential rights of Preferred and Preference Stock, dividends may be declared on the Common Stock out of retained earnings.

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No dividends can be paid on the Common Stock if any sinking fund requirements on Preferred or Preference Stock are not met. At present, four series of Preferred Stock have sinking fund requirements. The Board of Directors has the power to establish sinking fund requirements with respect to any future series of Preferred or Preference Stock.

LIMITATIONS ON PAYMENT OF DIVIDENDS. There is no restriction upon the payment of dividends from the Company's retained earnings.

VOTING RIGHTS. Each holder of Common Stock is entitled to one vote for each share held of record on the books of the Company.

The Company's Board of Directors is divided into three classes serving staggered three-year terms. The provision for classification does not apply in the event that the holders of Preferred Stock become entitled to elect directors, as described below.

If any dividends payable on Preferred Stock should ever be in default in an amount equivalent to four full quarter-yearly dividends and thereafter until all such dividends in default have been paid, the holders of Preferred Stock, voting as a class, would be entitled to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors and the holders of the Common Stock, voting separately as a class, would be entitled to elect the remaining directors. The holders of Preferred Stock are not entitled to vote on other matters except those, if any, in respect of which voting rights cannot be denied or waived under some mandatory provision of law, and except with respect to certain matters having a fundamental effect on the holders of the Preferred Stock. In addition, if at any time any of the authorized shares of Preference Stock are issued, the Board of Directors is authorized to establish voting rights for the Preference Stock, in addition to any voting rights provided by law, which do not derogate from those of the Preferred Stock but may otherwise be similar to the voting rights of the Preferred Stock.

LIQUIDATION RIGHTS. After satisfaction of the preferential liquidation rights of any outstanding Preferred and Preference Stock that may be issued and all prior claims, the holders of the Common Stock are entitled to share ratably in the distribution of all remaining assets.

PREEMPTIVE RIGHTS. The holders of Common Stock have no preemptive rights except in the event shares of Common Stock or securities convertible into Common Stock are issued for cash other than as part of a public offering.

LIABILITY FOR FURTHER CALLS OR ASSESSMENTS. The outstanding shares of Common Stock are, and the New Common Stock when issued and paid for as provided herein will be, fully paid and nonassessable.

LISTING. The Company's Common Stock is listed on the New York Stock Exchange.

TRANSFER AGENT AND REGISTRAR. The Transfer Agent and Registrar for the Common Stock is The First National Bank of Boston, Shareholder Services Division, Mail

LEGAL OPINIONS

The validity of the Securities will be passed upon for the Company by Nixon, Hargrave, Devans & Doyle, One Thomas Circle, Washington, D.C. 20005 and for any underwriters by Sullivan & Cromwell, 125 Broad Street, New York, New York 10004.

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EXPERTS

The financial statements incorporated in this Prospectus by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1992 have been so incorporated in reliance on the report of Price Waterhouse, independent accountants, given on the authority of said firm as experts in auditing and accounting.

PLAN OF DISTRIBUTION

The Company may sell the Securities (i) through underwriters; (ii) through dealers; (iii) directly to one or more institutional purchasers; or (iv) through agents. The Prospectus Supplement sets forth the terms of the offering of the Securities offered thereby, including the name or names of any underwriters, dealers, purchasers or agents, the purchase price of such Securities and the proceeds to the Company from such sale, any underwriting discounts and other items constituting underwriters' compensation, any initial public offering price, any discounts or concessions allowed or reallocated or paid to dealers and any securities exchange on which such Securities may be listed. Any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers may be changed from time to time. Only firms named in the Prospectus Supplement are deemed to be underwriters, dealers or agents in connection with the Securities offered thereby, and if any of the firms expressly referred to below is not named in such Prospectus Supplement, then such firm will not be a party to the underwriting agreement in respect of such Securities, will not be purchasing any such Securities from the Company and will have no direct or indirect participation in the underwriting of such Securities, although it may participate in the distribution of such Securities under circumstances entitling it to a dealer's commission.

If underwriters are used in the sale, the Securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The Securities may be offered to the public either through underwriting syndicates represented by one or more managing underwriters (which may include The First Boston Corporation, Smith Barney, Harris Upham & Co. Incorporated or such other underwriter or underwriters as may be designated by the Company) or directly by one or more underwriters. Unless otherwise set forth in the Prospectus Supplement, the obligations of the underwriters to purchase the Securities offered thereby will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all such Securities if any are purchased.

Securities may be sold directly by the Company or through any firm designated by the Company from time to time, acting as principal or as agent. The Prospectus Supplement sets forth the name of any dealer or agent involved in the offer or sale of the Securities in respect of which the Prospectus Supplement is delivered and the price payable to the Company by such dealer or any commissions payable by the Company to such agent. Unless otherwise indicated in the Prospectus Supplement, any such agent is acting on a best

efforts basis for the period of its appointment.

Underwriters, dealers and agents may be entitled under agreements entered into with the Company to indemnification by the Company against certain civil liabilities, including liabilities under the Securities Act of 1933. Underwriters, dealers and agents may engage in transactions with or perform services for the Company in the ordinary course of business.

NO DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR BY ANY OTHER PERSON, UNDERWRITER, DEALER OR AGENT. THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES OFFERED HEREBY OR THEREBY IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER IN SUCH JURISDICTION. THE DELIVERY OF THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS AND ANY SALES MADE HEREUNDER OR THEREUNDER SHALL NOT UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE HEREIN OR THEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE OR THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE SUCH DATE.

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250,000 SHARES

ROCHESTER GAS AND ELECTRIC CORPORATION

6.60% PREFERRED STOCK, SERIES V

(CUMULATIVE, \$100 PAR VALUE)

LOGO

PROSPECTUS SUPPLEMENT

MARCH 15, 1994

SMITH BARNEY SHEARSON INC.

CS FIRST BOSTON

