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CENTRAL HUDSON GAS & ELECTRIC CORP  
Form 10-Q/A  
September 24, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q/A  
-----  
AMENDMENT NO. 2

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended.....June 30, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

| Commission<br>File Number<br>----- | Registrant, State of Incorporation<br>Address and Telephone Number<br>-----  | IRS Employer<br>Identification No.<br>----- |
|------------------------------------|--|---|
| 0-30512                            | CH Energy Group, Inc.<br>(Incorporated in New York)<br>284 South Avenue<br>Poughkeepsie, New York 12601-4879<br>(845) 452-2000                     | 14-1804460                                  |
| 1-3268                             | Central Hudson Gas & Electric Corporation<br>(Incorporated in New York)<br>284 South Avenue<br>Poughkeepsie, New York 12601-4879<br>(845) 452-2000 | 14-0555980                                  |

Indicate by check mark whether the Registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether Energy Group is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes  No

Indicate by check mark whether Central Hudson is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes  No

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As of the close of business on September 22, 2004, (i) CH Energy Group, Inc. had outstanding 15,762,000 shares of Common Stock (\$0.10 per share par value) and (ii) all of the outstanding 16,862,087 shares of Common Stock (\$5 per share par value) of Central Hudson Gas & Electric Corporation were held by CH Energy Group, Inc.

CENTRAL HUDSON GAS & ELECTRIC CORPORATION MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTIONS (H) (1) (a) AND (b) OF FORM 10-Q AND IS THEREFORE FILING THIS FORM WITH THE REDUCED DISCLOSURE FORMAT PURSUANT TO GENERAL INSTRUCTION (H) (2).

### Explanatory Note:

This Amendment No. 2 to Form 10-Q/A is being filed to amend Exhibit 31 to the Registrants' Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004, previously filed with the Commission.

### ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) The following exhibits are furnished in accordance with the provisions of Item 601 of Regulation S-K.

| Exhibit No.<br>Regulation S-K<br>Item 601<br>Designation | Exhibit Description   |
|--|---|
| 10.1   | Credit Agreement dated as of June 30, 2004, among Central Hudson, the Lenders party thereto, and J.P. Morgan Chase Bank, as Administrative Agent Arranger.*     |
| 12(i)  | Statement Showing Computation of the Ratio of Earnings to Fixed Charges for Energy Group.*  |
| 12(i)(i)   | Statement Showing Computation of the Ratio of Earnings to Fixed Charges and the Ratio of Earnings to Fixed Charges and Preferred Dividends for Central Hudson.* |
| 31.1   | Rule 13a-14(a)/15d-14(a) Certification by Steven V. Lant.   |
| 31.2   | Rule 13a-14(a)/15d-14(a) Certification by Christopher M. Capone.  |
| 32.1   | Section 1350 Certification by Steven V. Lant.*  |
| 32.2   | Section 1350 Certification by Christopher M. Capone.*   |
| 99(i)13  | Order of the PSC, issued and effective April 6, 2004, authorizing new revolving credit facilities and a New Medium Term Note Program for Central Hudson.*       |
| 99(i)14  | Order of the PSC, issued and effective June 14, 2004, modifying the rate plan.*   |

\* Incorporated herein by reference to Energy Group and Central Hudson's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2004, as amended by amendment no. 1.

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(b) Reports on Form 8-K. During the period covered by this Quarterly Report on Form 10-Q, Energy Group filed the following Current Reports on Form 8-K:

(i) A Report dated April 26, 2004, which reports first quarter 2004 earnings.

(ii) A Report, dated April 28, 2004, which reports the election of Steven V. Lant as Chairman of the Board of Energy Group and the retirement from employment of Paul J. Ganci, the former Chairman of the Board.

(iii) A Report, dated June 14, 2004, which reports the PSC's June 14, 2004, issuance of an Order adopting the terms of a Joint Proposal modifying certain terms of Central Hudson's Rate Plan.

During the period covered by this Quarterly Report on Form 10-Q, Central Hudson filed the following Current Reports on Form 8-K:

(i) A Report, dated May 5, 2004, which reported Paul J. Ganci's resignation from his positions as Chairman of the Board of Central Hudson and as a director of Central Hudson and the appointment of Steven V. Lant as Chairman of the Board and Chief Executive Officer of Central Hudson.

(ii) A Report, dated June 14, 2004, which reports the PSC's June 14, 2004, issuance of an Order adopting the terms of a Joint Proposal modifying certain terms of Central Hudson's Rate Plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunder duly authorized.

CH ENERGY GROUP, INC.  
(Registrant)

By: /s/ Christopher M. Capone  
-----  
Christopher M. Capone  
Chief Financial Officer and Treasurer

CENTRAL HUDSON GAS & ELECTRIC  
CORPORATION  
(Co-Registrant)

By: /s/ Christopher M. Capone  
-----  
Christopher M. Capone  
Chief Financial Officer and Treasurer

Date: September 24, 2004

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## EXHIBIT INDEX

Following is the list of Exhibits, as required by Item 601 of Regulation S-K, filed as part of this Quarterly Report on Form 10-Q:

Exhibit No.  
Regulation S-K  
Item 601

| Designation | Exhibit Description   |
|-------------|---|
| 10.1        | Credit Agreement dated as of June 30, 2004, among Central Hudson, the Lenders party thereto, and J.P. Morgan Chase Bank, as Administrative Agent Arranger.*     |
| 12(i)       | Statement Showing Computation of the Ratio of Earnings to Fixed Charges for Energy Group.*  |
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