

CENTRAL HUDSON GAS & ELECTRIC CORP  
Form 10-K/A  
November 09, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K/A

Amendment No. 1

(Mark One)

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

For the fiscal year ended December 31, 2011

OR

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

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

Commission File Number	Registrant, State of Incorporation Address and Telephone Number	IRS Employer Identification No.
0-30512	CH Energy Group, Inc. (Incorporated in New York) 284 South Avenue Poughkeepsie, New York 12601-4839 (845) 452-2000	14-1804460
1-3268	Central Hudson Gas & Electric Corporation (Incorporated in New York) 284 South Avenue Poughkeepsie, New York 12601-4839 (845) 452-2000	14-0555980

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
CH Energy Group, Inc. Common Stock, \$0.10 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

Title of each class  
Central Hudson  
Gas & Electric  
Corporation  
Cumulative  
Preferred Stock

4.50% Series  
4.75% Series

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

CH Energy Group, Inc.	Yes <input type="checkbox"/> No <input type="checkbox"/>
Central Hudson Gas & Electric Corporation	Yes <input type="checkbox"/> No <input type="checkbox"/>

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

CH Energy Group, Inc.	Yes <input type="checkbox"/> No <input type="checkbox"/>
Central Hudson Gas & Electric Corporation	Yes <input type="checkbox"/> No <input type="checkbox"/>

Indicate by check mark whether the Registrant (1) has 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 Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

CH Energy Group, Inc.	Yes <input type="checkbox"/> No <input type="checkbox"/>
Central Hudson Gas & Electric Corporation	Yes <input type="checkbox"/> No <input type="checkbox"/>

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

CH Energy Group, Inc.	Yes <input type="checkbox"/> No <input type="checkbox"/>
Central Hudson Gas & Electric Corporation	Yes <input type="checkbox"/> No <input type="checkbox"/>

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrants' knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

CH Energy Group, Inc.	Central Hudson Gas & Electric Corporation
Large Accelerated Filer <input checked="" type="checkbox"/>	Large Accelerated Filer <input type="radio"/>
Accelerated Filer <input type="radio"/>	Accelerated Filer <input type="radio"/>
Non-Accelerated Filer <input type="radio"/>	Non-Accelerated Filer <input checked="" type="checkbox"/>
Smaller Reporting Company <input type="radio"/>	Smaller Reporting Company <input type="radio"/>

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

CH Energy Group, Inc.	Yes <input type="radio"/> No <input checked="" type="checkbox"/>
Central Hudson Gas & Electric Corporation	Yes <input type="radio"/> No <input checked="" type="checkbox"/>

The aggregate market value of the voting and non-voting common equity of CH Energy Group held by non-affiliates as of February 1, 2012, was \$860,353,783 based upon the price at which CH Energy Group's Common Stock was last traded on that date, as reported on the New York Stock Exchange listing of composite transactions.

The aggregate market value of the voting and non-voting common equity of CH Energy Group held by non-affiliates as of June 30, 2011, the last business day of CH Energy Group's most recently completed second fiscal quarter, was \$821,719,300 computed by reference to the price at which CH Energy Group's Common Stock was last traded on that date, as reported on the New York Stock Exchange listing of composite transactions.

The aggregate market value of the voting and non-voting common equity of Central Hudson held by non-affiliates as of June 30, 2011 was zero.

The number of shares outstanding of CH Energy Group's Common Stock, as of February 1, 2012, was 14,897,901.

The number of shares outstanding of Central Hudson's Common Stock, as of February 1, 2012, was 16,862,087. All such shares are owned by CH Energy Group.

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

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EXPLANATORY NOTE

**This Amendment No. 1 is being filed solely for the purpose of including the consent of our independent auditors in regards to two registration statements, as Exhibit 23.3, which were inadvertently omitted from the initial filing of the 2011 Form 10-K. Except for this correction, there have been no changes in any of the financial or other information contained in the report.**

(i)

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PART IV

ITEM 15 - Exhibits and Financial Statement Schedules

The exhibit index below lists the exhibits filed or furnished with or incorporated by reference in this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, CH Energy Group, Inc. and Central Hudson Gas & Electric Corporation have duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

CH ENERGY GROUP, INC.

By: /s/ Kimberly J. Wright  
Kimberly J. Wright  
Vice President - Accounting and Controller

Dated: November 9, 2012

CENTRAL HUDSON GAS & ELECTRIC CORPORATION

By: /s/ Kimberly J. Wright  
Kimberly J. Wright  
Controller

Dated: November 9, 2012

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EXHIBIT INDEX

Exhibit No.  
(Regulation  
S-K Item 601  
Designation) Exhibits

- 3 Articles of Incorporation and Bylaws:
- (i) Restated Certificate of Incorporation of CH Energy Group, Inc. under Section 807 of the Business Corporation Law, filed November 12, 1998. (Incorporated herein by reference to Central Hudson's Current Report on Form 8-K filed on November 18, 2009; Exhibit 3(i).1)
  - (ii) By-laws of CH Energy Group, Inc. in effect on the date of this Report. (Incorporated herein by reference to CH Energy Group's Current Report on Form 8-K filed on November 18, 2009; Exhibit 3(ii).1)
  - (iii) Composite Restated Certificate of Incorporation of Central Hudson Gas & Electric Corporation, as amended, through October 8, 1993 dated May 2, 2008 (Incorporated herein by reference to Central Hudson's Quarterly Report on 10-Q for the fiscal quarter ended March 31, 2008; Exhibit 3(iii)(1)).
  - (iv) By-laws of Central Hudson Gas & Electric Corporation in effect on the date of this Report. (Incorporated herein by reference to Central Hudson's Current Report on Form 8-K filed on January 5, 2010; Exhibit 3(ii).1)

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Instruments defining the rights of security holders, including indentures (see also Exhibits (3)(i) and (ii) above):

- (ii) 1-- Indenture, dated as of April 1, 1992, between Central Hudson and U.S. Bank Trust National Association (formerly known as First Trust of New York, National Association) (as successor trustee to Morgan Guaranty Trust Company of New York), as Trustee related to unsecured Medium-Term Notes.

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2--Prospectus Supplement dated March 20, 2002 (to Prospectus dated March 14, 2002) relating to \$100,000,000 principal amount of Medium-Term Notes, Series D, and the Prospectus dated March 14, 2002, relating to \$100,000,000 principal amount of Central Hudson's debt securities attached thereto, as filed pursuant to Rule 424 (b) in connection with Registration Statement No. 33-83542, and, as applicable to a tranche of such Medium-Term Notes, each of the following:

(a) Pricing Supplement No. 2, dated March 25, 2002, as filed pursuant to Rule 424(b).

(b) Pricing Supplement No. 4, dated February 24, 2004, as filed pursuant to Rule 424(b).

3--Prospectus Supplement dated October 28, 2004 (to Prospectus dated October 22, 2004) relating to \$85,000,000 principal amount of Medium-Term Notes, Series E, and the Prospectus dated October 22, 2004, relating to \$85,000,000 principal amount of Central Hudson's debt securities attached thereto, as filed pursuant to Rule 424(b) in connection with Registration Statement No. 333-116286, and, as applicable to a tranche of such Medium-Term Notes, each of the following:

(a) Pricing Supplement No. 1, dated October 29, 2004, as filed pursuant to Rule 424(b).

(b) Pricing Supplement No. 2, dated November 2, 2004, as filed pursuant to Rule 424(b).

(c) Pricing Supplement No. 3, dated November 30, 2005, as filed pursuant to Rule 424(b).

(d) Pricing Supplement No. 4, dated November 17, 2006, as filed pursuant to Rule 424(b).

4--Prospectus Supplement dated March 20, 2007 (to Prospectus dated December 1, 2006) relating to \$140,000,000 principal amount of Medium-Term Notes, Series F, and the Prospectus dated December 1, 2006 relating to \$140,000,000 principal amount of Central Hudson's debt securities attached thereto, as filed on March 20, 2007, pursuant to Rule 424(b) in connection with Registration Statement No. 333-138510, and, as applicable to a tranche of such Medium-Term Notes, each of the following:

(a) Pricing Supplement No. 1, dated March 20, 2007 filed on March 21, 2007, pursuant to Rule 424(b).

(b) Pricing Supplement No. 2, dated September 14, 2007 filed on September 14, 2007, pursuant to Rule 424(b).

(c) Pricing Supplement No. 3, dated November 18, 2008 filed on November 18, 2008, pursuant to Rule 424(b).

(d) Pricing Supplement No. 4, dated September 30, 2009 filed on October 1, 2009, pursuant to Rule 424(b).

5--Prospectus Supplement dated March 22, 2010 (to Prospectus dated March 16, 2010) relating to \$250,000,000 principal amount of Medium-Term Notes, Series G, and the Prospectus dated March 16, 2010 relating to \$250,000,000 principal amount of Central Hudson's debt securities attached thereto, as filed on March 22, 2010, pursuant to Rule 424(b) in connection with Registration Statement No. 333-163248, and, as applicable to a tranche of such Medium-Term Notes, each of the following:

(a) Pricing Supplement No. 1, dated December 2, 2010 filed on December 3, 2010, pursuant to Rule 424(b).

(b) Pricing Supplement No. 2, dated September 27, 2011 filed on September 28, 2011, pursuant to Rule 424(b).

- 6-- Note  
Purchase  
Agreement,  
dated as of  
April 17,  
2009,  
between CH  
Energy Group  
and the  
purchasers of  
its 6.58%  
Senior Notes,  
Series A, due  
April 17,  
2014  
(Incorporated  
herein by  
reference to  
CH Energy  
Group's  
Current  
Report on  
Form 8-K,  
filed April 20,  
2009; Exhibit  
10.1)
  
- 7-- Guaranty  
Agreement by  
Central  
Hudson  
Enterprises  
Corporation  
dated as of  
April 17,  
2009  
(Incorporated  
herein by  
reference to  
CH Energy  
Group's  
Current  
Report on  
Form 8-K,  
filed April 20,  
2009; Exhibit  
10.2)
  
- 8-- Supplemental  
Note

Purchase Agreement, dated as of December 15, 2009, between CH Energy Group and the purchasers of its 6.8% Senior Notes, Series B, due December 11, 2025 (Incorporated herein by reference to CH Energy Group's Current Report on Form 8-K, filed December 16, 2009; Exhibit 10.2)

9-- Note Purchase Agreement, dated as of August 6, 2010, between Central Hudson Gas & Electric Corporation and the purchasers of its 4.30% Senior Notes, Series A, due September 21, 2020 and its 5.64% Senior Notes, Series B, due September 21, 2040 (Incorporated

herein by  
reference to  
CH Energy  
Group's  
Current  
Report on  
Form 8-K,  
filed August  
9, 2010;  
Exhibit 10.1)

10--Central

Hudson and  
another  
subsidiary of  
CH Energy  
Group have  
entered into  
certain other  
instruments  
with respect  
to long-term  
debt. No such  
instrument  
relates to  
securities  
authorized  
thereunder  
which exceed  
10% of the  
total assets of  
CH Energy  
Group and its  
other  
subsidiaries  
or Central  
Hudson, as  
the case may  
be, each on a  
consolidated  
basis. CH  
Energy Group  
and Central  
Hudson agree  
to provide the  
Commission,  
upon request,  
copies of any  
instruments  
defining the  
rights of

holders of  
long-term  
debt of  
Central  
Hudson and  
such other  
subsidiary.

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10 Material contracts:

- (i) 1-- General Joint Use Pole Agreement between Central Hudson and the New York Telephone Company effective January 1, 1986 (not including the Administrative and Operating Practices provisions thereof). (Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K/A for the fiscal year ended December 31, 1992; Exhibit (10)(i)37)
  
- 2-- Amended and Restated Credit Agreement effective as of October 19, 2011 among Central Hudson, certain lenders described therein and JPMorgan Chase Bank, N.A., as arranger and administrative agent. (Incorporated herein by reference to Central Hudson's Current Report on Form 8-K filed on October 24, 2011; Exhibit 10.1)
  
- 3-- Amended and Restated Credit Agreement among CH Energy Group, Inc., Central Hudson Enterprises Corporation and Certain Lending Institutions (KeyBank National Association, JP Morgan Chase Bank, National Association, Bank of America, National Association,

and HSBC Bank USA,  
National Association)  
dated February 21,  
2008. (Incorporated  
herein by reference to  
CH Energy Group's  
Current Report on Form  
8-K filed on February  
26, 2008; Exhibit 10.1)

- 4-- Amendment No. 1 to  
the Amended and  
Restated Credit  
Agreement among CH  
Energy Group, Inc.,  
Central Hudson  
Enterprises Corporation  
and Certain Lending  
Institutions (KeyBank  
National Association,  
JP Morgan Chase Bank,  
National Association,  
Bank of America,  
National Association,  
and HSBC Bank USA,  
National Association)  
dated February 4,  
2009. (Incorporated  
herein by reference to  
CH Energy Group's  
Current Report on Form  
8-K filed on February  
6, 2009; Exhibit 10.1)



5--ASR Agreement dated August 16, 2011 among CH Energy Group, Inc, and J.P. Morgan Securities LLC, as arranger and administrative agent. (Incorporated herein by reference to Central Hudson's Current Report on Form 8-K filed on August 18, 2011; Exhibit 10.1)

(iii)(1) 1--Trust and Agency Agreement, dated December 15, 1999 and effective January 1, 2000, between the Corporation and First America Trust Company for the Corporation's Directors and Executives Deferred Compensation Plan. (Incorporated herein by reference to Energy Group's Annual Report on Form 10-K for the fiscal year ended December 31, 1999; Exhibit (10)(iii)26)

2--Amendment to CH Energy Group, Inc. Directors and Executives Deferred Compensation Plan Trust Agreement (Incorporated herein by reference to Energy Group's Annual Report on Form 10-K for the fiscal year ended December 31, 2003;

Exhibit (10)(iii)29)

3--Amendment to CH  
Energy Group, Inc.  
Directors and  
Executives Deferred  
Compensation Plan  
Trust Agreement.

4-- Amended and  
Restated CH Energy  
Group, Inc. Directors  
and Executives  
Deferred  
Compensation Plan  
(Part One), Effective  
September 26,  
2003. (Incorporated  
herein by reference  
to Energy Group's  
Form S-8 filed on  
October 30, 2003;  
Exhibit (10)(iii)26)

(1) Exhibits  
in Part (iii) of  
this Section 10  
are  
management  
contracts and  
compensatory  
plans and  
arrangements.

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5-- Amendment to CH Energy Group, Inc. Directors and Executives Deferred Compensation Plan. (Incorporated herein by reference to Energy Group's Current Report on Form 8-K filed on June 1, 2006; Exhibit (10)(iii)44)

6-- Amended and Restated CH Energy Group, Inc. Directors and Executives Deferred Compensation Plan (Part Two), effective as of January 1, 2008 (dated December 31, 2007). (Incorporated herein by reference to Energy Group's Annual Report on Form 10-K for the year ended December 31, 2007; Exhibit (10)(iii)31)

7-- Amended and Restated CH Energy Group, Inc. Directors and Executives Deferred Compensation Plan, effective as of January 1, 2012 (dated January 6, 2012).

8-- Amendment and Restatement of Central Hudson Gas & Electric Corporation Retirement Benefit Restoration Plan (Part One) effective June

22,  
2001. (Incorporated  
herein by reference to  
Energy Group's  
Annual Report on  
Form 10-K, for the  
fiscal year ended  
December 31, 2001;  
Exhibit (10)(iii)24)

9-- Amendment to  
Central Hudson Gas  
& Electric  
Corporation  
Retirement Benefit  
Restoration Plan.  
(Incorporated herein  
by reference to  
Energy Group's  
Current Report on  
Form 8-K filed on  
December 21, 2005;  
Exhibit (10)(iii)42)

10-- Amended and  
Restated Central  
Hudson Gas &  
Electric Corporation  
Retirement Benefit  
Restoration Plan (Part  
Two) effective as of  
January 1,  
2008. (Incorporated  
herein by reference to  
Energy Group's  
Annual Report on  
Form 10-K for the  
year ended December  
31, 2007; Exhibit  
(10)(iii)39)

11-- Amended and  
Restated CH Energy  
Group, Inc.  
Supplemental  
Executive Retirement  
Plan effective as of  
January 1,  
2008. (Incorporated  
herein by reference to  
Energy Group's

Annual Report on  
Form 10-K for the  
year ended December  
31, 2007; Exhibit  
(10)(iii)37

12--Amendment to CH Energy Group, Inc. Supplemental Executive Retirement Plan. (Incorporated herein by reference to CH Energy Group's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2008; Exhibit (10)(iii)1)

13--Amendment No. 1, effective January 1, 2001, to Energy Group's Long-Term Performance-Based Incentive Plan. (Incorporated herein by reference to Energy Group's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2001; Exhibit (10)(iii)1)

14--Amendment No. 2, effective January 1, 2002, to Energy Group's Long-Term Performance-Based Incentive Plan. (Incorporated herein by reference to Energy Group's Annual Report on Form 10-K, for the fiscal year ended December 31, 2001; Exhibit (10)(iii)20)

15--Amendment to CH Energy Group, Inc. Long-Term Performance-Based Incentive Plan, dated October 24, 2003,

effective as of  
September 26,  
2003. (Incorporated  
herein by reference  
to Energy Group's  
Annual Report on  
Form 10-K, for the  
fiscal year ended  
December 31, 2003;  
Exhibit (10)(iii)28)

16--Amendment to CH  
Energy Group, Inc.  
Long-Term  
Performance-Based  
Incentive Plan  
effective as of  
December 31,  
2007. (Incorporated  
herein by reference  
to Energy Group's  
Annual Report on  
Form 10-K for the  
year ended  
December 31, 2007;  
Exhibit (10)(iii)35)

17--CH Energy Group,  
Inc. Long-Term  
Equity Incentive  
Plan, effective as of  
April 25,  
2006. (Incorporated  
herein by reference  
to Appendix A to  
Energy Group's  
proxy statement filed  
on March 10, 2006;  
Appendix A)

18--Amendment to CH  
Energy Group, Inc.  
Long-Term Equity  
Incentive Plan  
effective as of April  
26,  
2011. (Incorporated  
herein by reference  
to CH Energy  
Group's Current  
Report on Form 8-K

filed on April 28,  
2011; Exhibit 10.1)

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19--Amendment to CH Energy Group, Inc. Long-Term Equity Incentive Plan effective as of December 31, 2007. (Incorporated herein by reference to CH Energy Group's Annual Report on Form 10-K for the year ended December 31, 2007; Exhibit (10)(iii)36)

20--CH Energy Group, Inc. Long-Term Equity Incentive Plan, effective as of January 01, 2011. (Incorporated herein by reference from Appendix A to the Proxy Statement of CH Energy Group, Inc., filed with the SEC on March 17, 2011)

21--Form of CH Energy Group, Inc. Performance Shares Agreement. (Incorporated herein by reference to CH Energy Group's Current Report on Form 8-K filed on January 26, 2009; Exhibit 10.1)

22--Form of CH Energy Group, Inc. Performance Shares Agreement. (Incorporated herein by reference to CH Energy Group's Current Report on Form 8-K filed on February 8, 2010; Exhibit 10.1)

23--Form of CH Energy Group, Inc. Performance Shares Agreement. (Incorporated herein by reference to CH Energy Group's Annual Report on Form 10-K for

the year ended December  
31, 2010; Exhibit  
(10)(iii)22)

24--Form of CH Energy  
Group, Inc. Performance  
Shares  
Agreement. (Incorporated  
herein by reference to CH  
Energy Group's Current  
Report on Form 8-K filed  
on February 10, 2012;  
Exhibit 10.1)

25--Form of CH Energy  
Group, Inc. Restricted  
Shares Agreement. (for  
employees of Griffith  
Energy Services, Inc.)  
(Incorporated herein by  
reference to CH Energy  
Group's Quarterly Report  
on 10-Q for the fiscal  
quarter ended March 31,  
2008; Exhibit (10)(iii)3)

26--Form of CH Energy  
Group, Inc. Restricted  
Shares  
Agreement. (Incorporated  
herein by reference to CH  
Energy Group's Current  
Report on Form 8-K filed  
on February 8, 2010;  
Exhibit 10.2)

- 27--Form of CH Energy Group, Inc. Restricted Shares Agreement. (Incorporated herein by reference to CH Energy Group's Current Report on Form 8-K filed on February 10, 2012; Exhibit 10.2)
- 28--Form of CH Energy Group, Inc. Restricted Stock Unit Agreement. (Long-Term Equity Incentive Plan) (Incorporated herein by reference to CH Energy Group's Current Report on Form 8-K filed on November 17, 2009; Exhibit 10.1)
- 29--Amended and Restated Employment Agreement between CH Energy Group, Inc. and the Chief Executive Officer effective as of January 1, 2008. (Incorporated herein by reference to CH Energy Group's Annual Report on Form 10-K for the year ended December 31, 2007; Exhibit (10)(iii)32)
- 30--Amended and Restated Employment Agreement between CH Energy Group, Inc. and the three most senior executives (after Chief Executive Officer) effective as of January 1, 2008. (Incorporated herein by reference to CH Energy Group's Annual Report on Form 10-K for the year ended December 31, 2007; Exhibit (10)(iii)33)

31-- Amended and Restated  
Employment Agreement  
between CH Energy  
Group, Inc. and the other  
executive officers effective  
as of January 1,  
2008. (Incorporated herein  
by reference to CH Energy  
Group's Annual Report on  
Form 10-K for the year  
ended December 31, 2007;  
Exhibit (10)(iii)34)

32-- Amended and Restated  
Employment Agreement  
between CH Energy  
Group, Inc. and Griffith  
Energy Services, Inc.  
executive effective as of  
January 1,  
2008. (Incorporated herein  
by reference to CH Energy  
Group's Annual Report on  
Form 10-K for the year  
ended December 31, 2007;  
Exhibit (10)(iii)42)

33-- Employment Agreement  
between CH Energy  
Group, Inc. and James P.  
Laurito, dated as of  
November 16, 2009.  
(Incorporated herein by  
reference to CH Energy  
Group's Annual Report on  
Form 10-K for the year  
ended December 31, 2009,  
Exhibit (10)(iii)28)

- 34-- Form of Amendment to Employment Agreement with executive officers, effective December 31, 2008. (Incorporated herein by reference to CH Energy Group's Annual Report on Form 10-K for the year ended December 31, 2008; Exhibit (10)(iii)28)
- 35-- Employment Agreement, dated October 1, 2009, between CH Energy Group, Inc. and John E. Gould. (Incorporated herein by reference to CH Energy Group's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009; Exhibit (10)(iii)1)
- 36-- Amended and Restated CH Energy Group, Inc. Short-Term Incentive Plan. (Incorporated herein by reference to CH Energy Group's Current Report on Form 8-K filed on May 27, 2009; Exhibit 10.1)
- 37-- Form of CH Energy Group, Inc. Indemnification Agreement. (for officers of CH Energy Group, Inc.) (Incorporated herein by reference to CH

Energy Group's  
Quarterly Report on  
Form 10-Q for the  
fiscal quarter ended  
March 31, 2009;  
Exhibit (10)(iii)1)

38-- Form of Central  
Hudson Gas &  
Electric Corporation  
Indemnification  
Agreement. (for  
officers of Central  
Hudson Gas &  
Electric Corporation)  
(Incorporated herein  
by reference to CH  
Energy Group's  
Quarterly Report on  
Form 10-Q for the  
fiscal quarter ended  
March 31, 2009;  
Exhibit (10)(iii)2)

39-- Form of Central  
Hudson Enterprises  
Corporation  
Indemnification  
Agreement. (for  
officers of Central  
Hudson Enterprises  
Corporation)  
(Incorporated herein  
by reference to CH  
Energy Group's  
Quarterly Report on  
Form 10-Q for the  
fiscal quarter ended  
March 31, 2009;  
Exhibit (10)(iii)3)

40-- Agreement, dated as  
of April 27, 2009, by  
and between CH  
Energy Group, Inc.  
and GAMCO Asset  
Management Inc.  
(Incorporated herein  
by reference to CH  
Energy Group's  
Current Report on

Form 8-K, filed April  
29, 2009; Exhibit  
10.1)

12.1 CH Energy Group Statement  
showing the computation of the  
ratio of earnings to fixed charges.

12.2 Central Hudson Statement  
showing the computation of the  
ratio of earnings to fixed charges  
and ratio of earnings to fixed  
charges and preferred dividends.

21 Subsidiaries of CH Energy  
Group, Inc. as of December 31,  
2011.

23.1 Consents of Independent  
Registered Public Accounting  
Firm for incorporation by  
reference of CH Energy Group  
Inc.'s Registration Statements on  
Form S-3 and S-8.

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23.2 Consents of Independent Registered Public Accounting Firm for incorporation by reference of Central Hudson Gas & Electric Corporation's Registration Statement on Form S-3.

23.3<sup>(2)</sup> Consents of Independent Registered Public Accounting Firm for incorporation by reference of CH Energy Group's Registration Statement on Form S-8.

24 Powers of Attorney:

(i) 1-- Powers of Attorney for each of the directors comprising a majority of the Board of Directors of CH Energy Group, Inc. authorizing execution and filing of this Annual Report on Form 10-K by Steven V. Lant.

2-- Powers of Attorney for each of the directors comprising a majority of the Board of Directors of Central Hudson authorizing execution and filing of this Annual Report on Form 10-K by Steven V. Lant.

31.1.1 Rule 13a-14(a)/15d-14(a)  
Certification by Mr. Lant.

31.1.2 Rule 13a-14(a)/15d-14(a)  
Certification by Mr. Capone.

31.2.1 Rule 13a-14(a)/15d-14(a)  
Certification by Mr. Lant.

31.2.2



Rule 13a-14(a)/15d-14(a)  
Certification by Mr. Capone.

32.1.1 Section 1350 Certification by Mr.  
Lant.

32.1.2 Section 1350 Certification by Mr.  
Capone.

32.2.1 Section 1350 Certification by Mr.  
Lant.

32.2.2 Section 1350 Certification by Mr.  
Capone.

99 Additional Exhibits:

- (i) 1-- Order on Consent signed on behalf of the New York State Department of Environmental Conservation and Central Hudson relating to Central Hudson's former manufactured gas site located in Newburgh, New York. (Incorporated herein by reference to Central Hudson's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1995; Exhibit (99)(i)5)

(2) Exhibit  
23.3 filed  
herewith

- 2--Summary of principal terms of the Amended and Restated Settlement Agreement, dated January 2, 1998, among Central Hudson, the Staff of the Public Service Commission of the State of New York and the New York State Department of Economic Development. (Incorporated herein by reference to Central Hudson's Current Report on Form 8-K, dated January 7, 1998; Exhibit (99)2)
- 3--Order of the Public Service Commission of the State of New York, issued and effective February 19, 1998, adopting the terms of Central Hudson's Amended Settlement Agreement, subject to certain modifications and conditions. (Incorporated herein by reference to Central Hudson's Current Report on Form 8-K, dated February 10, 1998; Exhibit (10)1)
- 4--Order of the Public Service Commission of the State of New York, issued and effective June 30, 1998, explaining in greater detail and reaffirming its Abbreviated Order, issued and effective February 19, 1998, which February 19, 1998 Order modified, and as modified, approved the Amended and Restated Settlement Agreement, dated January 2, 1998, entered into among Central Hudson, the PSC Staff and others as part of the PSC's "Competitive

Opportunities" proceeding (ii) the Order, dated June 24, 1998, of the Federal Energy Regulatory Commission conditionally authorizing the establishment of an Independent System Operator by the member systems of the New York Power Pool and (iii) disclosing, effective August 1, 1998, Paul J. Ganci's appointment by Central Hudson's Board of Directors as President and Chief Executive Officer and John E. Mack III's formerly Chairman of the Board and Chief Executive Officer) continuation as Chairman of the Board. (Incorporated herein by reference to Central Hudson's Current Report on Form 8-K, dated July 24, 1998; Exhibit (10)1)

5--Order of the Public Service Commission of the State of New York, issued and effective October 3, 2002, authorizing the implementation of the Economic Development Program. (Incorporated herein by reference to CH Energy Group's Annual Report on Form 10-K, for the fiscal year ended December 31, 2002; Exhibit (99)(i)10)

- 6-- Order of the Public Service Commission of the State of New York, issued and effective October 25, 2002, authorizing the establishment of a deferred accounting plan for site identification and remediation costs relating to Central Hudson's seven former manufactured gas plants. (Incorporated herein by reference to CH Energy Group's Annual Report on Form 10-K, for the fiscal year ended December 31, 2002; Exhibit (99)(i)11)

101.INS XBRL Instance Document.

101.SCH XBRL Taxonomy Extension Schema.

101.CAL XBRL Taxonomy Extension Calculation Linkbase.

101.DEF XBRL Taxonomy Extension Definition Linkbase.

101.LAB XBRL Taxonomy Extension Label Linkbase.

101.PRE XBRL Taxonomy Extension Presentation Linkbase.

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