

ENERGY EAST CORP  
Form 35-CERT  
November 20, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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IN THE MATTER OF  
ENERGY EAST CORPORATION

CERTIFICATE PURSUANT TO RULE 24

File No. 70-9609

(Public Utility Holding Company Act of 1935)

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This Certificate of Notification (the "Certificate") is filed by Energy East Corporation ("Energy East"), a New York corporation and registered holding company under the Public Utility Holding Company Act of 1935, as amended (the "Act"). The transactions proposed in the Form U-1 Application, as amended (the "Application") of Energy East in File No. 70-9609 were authorized by Order of the Securities and Exchange Commission (the "Commission") dated September 12, 2000, (the "Order"). Energy East hereby certifies the matters set forth below pursuant to Rule 24 of the rules under the Act for the period July 1, 2001, through September 30, 2001.

- a. The sales of any Common Stock or Preferred Securities by Energy East and the purchase price per share and the market price per share at the date of the agreement of sale:

None

- b. The total number of shares of Common Stock issued or issuable under options granted during the quarter under Energy East's dividend reinvestment plan and employee benefit plans or otherwise, including any plans subsequently adopted:

Under the dividend reinvestment plan 10,637 shares of Energy East common stock were purchased in the open market and 176,729 shares of Energy East common stock were issued. Under employee benefit plans 12,594 shares of Energy East common stock were purchased in the open market. Under options granted during the quarter, 5,664 shares of Energy East common stock were issuable during the quarter.

- c. If Common Stock has been transferred to a seller of securities of a company or assets being acquired, the number of shares so issued, the value per share and whether the shares are restricted to the acquiror:

None

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d. The name of the guarantor and of the beneficiary of any guaranteed note, Energy East Guaranty, Intermediate Holding Company Guaranty or Nonutility Subsidiary Guaranty issued during the quarter, and the amount, terms and purpose of the guaranty:

<u>Guarantor</u>	<u>Beneficiary</u>	<u>Amount</u>	<u>Terms</u>		<u>Purpose</u>
			<u>Start Date</u>	<u>Expiration Date</u>	
Energy East Corporation	Enron Power Marketing, Inc. and Enron North America Corp. (Joint Guaranty)	\$3,000,000	9/1/01	12/31/02	Wholesale sale of electricity

e. The amount and terms of any Debentures issued during the quarter:

<u>Issued By</u>	<u>Amount</u>	<u>Interest</u>	<u>Maturity</u>
Energy East Corporation	\$345,000,000*	8 1/4%	7/31/31
Energy East Corporation	\$10,670,000**	8 1/4%	7/31/31

\* Relates to securities listed in (f) below.

\*\* Relates to the corresponding amount of securities in (h) below.

f. The amount and terms of any financings consummated by any Nonutility Subsidiary during the quarter that are not exempt under rule 52:

<u>Issued By</u>	<u>Issued To</u>	<u>Amount</u>	<u>Dividend</u>	<u>Maturity</u>
Energy East Capital Trust I	Institutional and retail buyers	\$345,000,000	8 1/4%	7/31/31

g. The notional amount and principal terms of any Interest Rate Hedge or Anticipatory hedge entered into during the quarter and the identity of the parties to the instruments:

Energy East Corporation entered into the following contracts:

<u>Party</u>	<u>Product</u>	<u>Effective Date</u>	<u>Maturity Date</u>	<u>Fixed Rate</u>	<u>Notional Amount</u>
UBS Warburg	Interest Rate Swap	7/18/01	11/15/10	LIBOR plus	\$200,000,000

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1.875%

UBS Warburg	10-year Treasury interest rate lock	8/9/01	3/1/02	5.155%	\$150,000,000
UBS Warburg	10-year Treasury interest rate lock	8/28/01	3/1/02	5.0425%	\$150,000,000
Morgan Stanley & Co.	10-year Treasury interest rate lock	8/31/01	3/1/02	4.898%	\$100,000,000

h. The name, parent company, and amount invested in any Intermediate Subsidiary or Financing Subsidiary during the quarter:

<u>Name</u>	<u>Parent Company</u>	<u>Amount Invested</u>
Energy East Solutions, Inc.	The Energy Network	\$7,240,000
Energy East Enterprises	Energy East Corporation	\$8,529,000
The Energy Network	Energy East Corporation	\$5,000,000
Energy East Capital Trust I	Energy East Corporation	\$10,670,103

i. A list of U-6B-2 statements filed with the Commission during the quarter, including the name of the filing entity and the date of filing:

Central Maine Power Company - July 20, 2001

Central Maine Power Company - July 31, 2001

Central Maine Power Company - August 14, 2001

j. The amount and terms of any Short-Term Debt issued by Energy East during the quarter:

None

k. The amount and terms of any Short-Term Debt issued by any Utility Subsidiary during the quarter:

NYSEG issued short-term debt in the form of commercial paper during the quarter ranging from \$1.5 million to \$143.6 million, at interest rates ranging from 2.10% to 4.40%, and with a maximum amount outstanding of \$156.5 million.

Central Maine Power Company (CMP) issued short-term debt in the form of bank credit facilities during the quarter ranging from \$2 million to \$30 million, at interest rates ranging from 3.06% to 6.75%, and with a maximum amount outstanding of \$39 million.

Berkshire Gas Company (Berkshire Gas) issued short-term debt in the form of a bank credit facility during the quarter ranging from \$1.0 million to \$2.0 million, at interest rates ranging from 4.57% to 4.91%, and with a

maximum amount outstanding of \$17.6 million.

The Southern Connecticut Gas Company (Southern) issued short-term debt in the form of a bank credit facility during the quarter ranging from \$0.5 million to \$68 million, at interest rates ranging from 3.62% to 6.75%, and with a maximum amount outstanding of \$68 million.

Connecticut Natural Gas Corporation (CNG) issued short-term debt in the form of a bank credit facility during the quarter ranging from \$0.1 million to \$17.0 million, at interest rates ranging from 3.9% to 6.75%, and with a maximum amount outstanding of \$32.0 million.

- l. The amount and terms of any Short-Term Debt issued by any Intermediate Holding Company during the quarter:

Berkshire Energy Resources (Berkshire Energy) issued short-term debt in the form of a bank credit facility during the quarter, ranging from \$1 million to \$2 million at interest rates ranging from 4.5% to 4.8125%, and with a maximum amount outstanding of \$17.0 million.

Connecticut Energy Corporation (Connecticut Energy) issued short term debt in the form of a bank credit facility during the quarter in the amount of \$19.2 million, at interest rates ranging from 3.20% to 4.325% and with a maximum amount outstanding of \$19.2 million.

- m. Consolidated balance sheets as of the end of the quarter and separate balance sheets as of the end of the quarter of each company, including Energy East, that has engaged in jurisdictional financing transactions during the quarter:

Balance sheet of NYSEG as of September 30, 2001, included in NYSEG's Form 10-Q for the quarter ended September 30, 2001, File No. 1-3103-2 and incorporated by reference.

Consolidated balance sheet of CMP as of September 30, 2001, included in CMP's Form 10-Q for the quarter ended September 30, 2001, File No. 1-5139 and incorporated by reference.

Balance sheets of Berkshire Gas as of September 30, 2001, filed confidentially pursuant to Rule 104.

Balance sheets of Southern as of September 30, 2001, filed confidentially pursuant to Rule 104.

Consolidated balance sheets of CNG as of September 30, 2001, filed confidentially pursuant to Rule 104.

Consolidated balance sheets of Berkshire Energy as of September 30, 2001, filed confidentially pursuant to Rule 104.

Consolidated balance sheets of Connecticut Energy as of September 30, 2001, filed confidentially pursuant to Rule 104.

- n. A table showing, as of the end of the quarter, the dollar and percentage components of the capital structures of Energy East on a consolidated basis, each Intermediate Holding Company and each Utility Subsidiary:

Capital structure tables of Energy East on a consolidated basis, each Intermediate Holding Company and each Utility Subsidiary filed confidentially pursuant to Rule 104.

- o. A retained earnings analysis of Energy East on a consolidated basis, each Intermediate Holding Company and each Utility Subsidiary detailing gross earnings, goodwill amortization, dividends paid out of each capital

account, and the resulting capital account balances at the end of the quarter:

Retained earnings analysis of Energy East on a consolidated basis, each Intermediate Holding Company and each Utility Subsidiary 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 Certificate to be signed on its behalf by the undersigned thereunto duly authorized.

Energy East Corporation

November 20, 2001

By:           /s/ Robert D. Kump            
Name: Robert D. Kump  
Title: Vice President and Treasurer