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ENERGY EAST CORP  
Form S-3/A  
July 02, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 2, 2001

REGISTRATION NOS. 333--62056  
333--62056-01  
333--62056-02

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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PRE-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

|   |  |                                       |
|---|--|---------------------------------------|
| ENERGY EAST CORPORATION   | NEW YORK   | 14-179869                             |
| ENERGY EAST CAPITAL TRUST I   | DELAWARE   | 14-620916                             |
| ENERGY EAST CAPITAL TRUST II  | DELAWARE   | 14-620916                             |
| (Exact name of registrants as specified in their charter or trust agreement, as applicable) | (States or other jurisdictions of incorporation or organization) | (I.R.S. Employer Identification Nos.) |

P.O. BOX 12904  
ALBANY, NEW YORK 12212-2904  
(518) 434-3049  
(Address, including zip code, and telephone number, including area code, of each registrant's principal executive offices)

-----  
KENNETH M. JASINSKI  
Executive Vice President, General Counsel & Secretary  
Energy East Corporation  
P.O. Box 12904  
Albany, New York 12212-2904  
(518) 434-3049

LEONARD BLUM, ESQ.  
FRANK LEE, ESQ.  
Huber Lawrence & Abell  
605 Third Avenue  
New York, New York 10158  
(212) 682-6200

(Names, addresses, including zip codes, and telephone numbers, including area

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codes, of agents for service)

-----  
WITH COPIES TO:

JOEL S. KLAPERMAN, ESQ.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022  
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. /X/

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT WILL THEN BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT BECOMES EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

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EXPLANATORY NOTE

This pre-effective amendment no. 1 to the registration statement on Form S-3 (File Nos. 333-62056, 333-62056-01, and 333-62056-02) contains only certain exhibits which had previously been designated in the Exhibit Index referenced in Item 16 of Part II of this registration statement as to be filed by amendment. This pre-effective amendment no. 1 contains all such exhibits.

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PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS

See Exhibit Index.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this pre-effective amendment no. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 2, 2001.

ENERGY EAST CORPORATION

By: /s/ FRANK LEE

-----  
Frank Lee  
ATTORNEY-IN-FACT

Pursuant to the requirements of the Securities Act of 1933, this pre-effective amendment no. 1 to the registration statement has been signed by the following persons in the capacities indicated on July 2, 2001.

SIGNATURE

TITLE

Principal Executive and Financial Officer:

\*

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Wesley W. von Schack

Chairman and Director

Principal Accounting Officer:

\*

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Robert E. Rude

Vice President and Controller

Directors:

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|                                   |          |
|-----------------------------------|----------|
| *<br>-----<br>Richard Aurelio     | Director |
| *<br>-----<br>James A. Carrigg    | Director |
| *<br>-----<br>Alison P. Casarett  | Director |
| *<br>-----<br>Joseph J. Castiglia | Director |
| *<br>-----<br>Lois B. DeFleur     | Director |

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| SIGNATURE<br>-----                  | TITLE<br>-----  |
|-------------------------------------|---|
| *<br>-----<br>Paul L. Gioia         | Director  |
| *<br>-----<br>David M. Jagger       | Director  |
| *<br>-----<br>Ben E. Lynch          | Director  |
| *<br>-----<br>John M. Keeler        | Director  |
| *<br>-----<br>Peter J. Moynihan     | Director  |
| *<br>-----<br>Walter G. Rich        | Director  |
| /s/ FRANK LEE<br>-----<br>Frank Lee | As attorney-in-fact for the officers and<br>directors marked by an asterisk |

Pursuant to the requirements of the Securities Act of 1933, Energy East Capital Trust I has duly caused this pre-effective amendment no. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto

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duly authorized, in the City of New York, State of New York, on July 2, 2001.

ENERGY EAST CAPITAL TRUST I  
By Energy East Corporation, as Sponsor

By: /s/ ROBERT D. KUMP

-----  
Robert D. Kump  
VICE PRESIDENT AND TREASURER

Pursuant to the requirements of the Securities Act of 1933, Energy East Capital Trust II has duly caused this pre-effective amendment no. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 2, 2001.

ENERGY EAST CAPITAL TRUST II  
By Energy East Corporation, as Sponsor

By: /s/ ROBERT D. KUMP

-----  
Robert D. Kump  
VICE PRESIDENT AND TREASURER

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EXHIBIT INDEX

| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----   | METHOD OF FILING<br>-----  |
|----------------------|--|--|
| 1-1                  | Form of Underwriting Agreement relating to senior debt securities.   | Filed herewith.  |
| 1-2                  | Form of Underwriting Agreement relating to the trust preferred securities.   | Filed herewith.  |
| 4-1                  | Indenture dated as of August 31, 2000 between Energy East and The Chase Manhattan Bank, as Trustee, related to the senior debt securities.                       | Filed as Exhibit 4-1 to the quarterly period ended September 30, 2000 and herein by reference. |
| 4-2                  | Second Supplemental Indenture dated as of November 14, 2000 between Energy East and The Chase Manhattan Bank, as Trustee, related to the senior debt securities. | Filed as Exhibit 4-2 to year ended December 31, incorporated herein by reference.              |
| 4-3                  | Third Supplemental Indenture dated as of November 14, 2000 between Energy East and The Chase Manhattan Bank, as Trustee, related to the senior debt securities.  | Filed as Exhibit 4-3 to year ended December 31, incorporated herein by reference.              |

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|----------------------|---|---------------------------|
| 4-4                  | Form of subordinated indenture from Energy East to The Chase Manhattan Bank, as Trustee, related to the junior subordinated debt securities.  | Previously filed.         |
| 4-5                  | Form of supplemental indenture to subordinated indenture related to the junior subordinated debt securities.  | Previously filed.         |
| 4-6                  | Form of guarantee agreement to be delivered by Energy East Corporation. (Agreements for Energy East Capital Trust I and Energy East Capital Trust II will be substantially identical except for names and dates.)                   | Previously filed.         |
| 4-7                  | Certificate of Trust of Energy East Capital Trust I.  | Previously filed.         |
| 4-8                  | Certificate of Trust of Energy East Capital Trust II.   | Previously filed.         |
| 4-9                  | Trust Agreement of Energy East Capital Trust I, dated May 24, 2001.   | Previously filed.         |
| 4-10                 | Trust Agreement of Energy East Capital Trust II, dated May 24, 2001   | Previously filed.         |
| 4-11                 | Form of Amended and Restated Trust Agreement. (Agreements for Energy East Capital Trust I and Energy East Capital Trust II will be substantially identical, except for names and dates.)  | Previously filed.         |
| 4-12                 | Form of Agreement as to Expenses and Liabilities. (Agreements for Energy East Capital Trust I and Energy East Capital Trust II will be substantially identical, except for names and dates.)  | Previously filed.         |
| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----  | METHOD OF FILING<br>----- |
| 5-1                  | Opinion of Huber Lawrence & Abell with respect to the legality of the securities registered hereunder.  | Filed herewith.           |
| 5-2                  | Opinions of Richards, Layton & Finger, P.A., special Delaware counsel to Energy East Corporation, Energy East Capital Trust I and Energy East Capital Trust II with respect to the legality of the securities registered hereunder. | Previously filed.         |
| 12                   | Computation of Ratio of Earnings to Fixed Charges.  | Previously filed.         |

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|------|--|---|
| 23-1 | Consent of Huber Lawrence & Abell.   | Included in opinion filed as Exhibit 5-1.                           |
| 23-2 | Consent of Richards, Layton & Finger, P.A.   | Included in opinion filed as Exhibit 5-2.                           |
| 23-3 | Consent of PricewaterhouseCoopers LLP.   | Previously filed.   |
| 24-1 | Powers of Attorney of Directors and Officers.  | Previously filed.   |
| 24-2 | Power of Attorney of Energy East.  | Previously filed.   |
| 25-1 | Statement of Eligibility and Qualification of The Chase Manhattan Bank as trustee for the senior debt securities.                    | Filed as Exhibit 25 to No. 333-34792 and incorporated by reference. |
| 25-2 | Statement of Eligibility and Qualification of The Chase Manhattan Bank as trustee for the junior subordinated debt securities.       | Previously filed.   |
| 25-3 | Statement of Eligibility and Qualification of The Chase Manhattan Bank as guarantee trustee related to Energy East Capital Trust I.  | Previously filed.   |
| 25-4 | Statement of Eligibility and Qualification of The Chase Manhattan Bank as guarantee trustee related to Energy East Capital Trust II. | Previously filed.   |
| 25-5 | Statement of Eligibility and Qualification of The Chase Manhattan Bank as property trustee related to Energy East Capital Trust I.   | Previously filed.   |
| 25-6 | Statement of Eligibility and Qualification of The Chase Manhattan Bank as property trustee related to Energy East Capital Trust II.  | Previously filed.   |