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CENTRAL HUDSON GAS & ELECTRIC CORP
Form 10-K/A
August 13, 2004

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, 2003

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 12601-4879 (845) 452-2000 | 14-1804460 |
| 1-3268 | Central Hudson Gas & Electric Corporation (Incorporated in New York) 284 South Avenue Poughkeepsie, New York 12601-4879 (845) 452-2000 | 14-0555980 |

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

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4 1/2% Series
4.75% Series

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 X No
----- -----

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

Yes X No
----- -----

The aggregate market value of the voting and non-voting common equity held by non-affiliates of CH Energy Group, Inc. ("Energy Group") as of August 12, 2004 was \$690,375,600 based upon the lowest price at which Energy Group's Common Stock was 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 held by non-affiliates of Energy Group as of June 30, 2004, the last business day of Energy Group's most recently completed second fiscal quarter, was \$731,987,280 computed by reference to the price at which 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 held by non-affiliates of Central Hudson Gas & Electric Corporation ("Central Hudson") as of August 12, 2004, was zero.

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

Yes No X
----- -----

The number of shares outstanding of Energy Group's Common Stock, as of August 12, 2004 was 15,762,000.

The number of shares outstanding of Central Hudson's Common Stock, as of August 12, 2004 was 16,862,087. All such shares are owned by 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 Form 10-K/A is being filed to amend Exhibit 31 to the Registrants' Annual Report on Form 10-K for the fiscal year ended December 31, 2003, previously filed with the Commission.

ITEM 15 - EXHIBITS, FINANCIAL STATEMENT SCHEDULE, AND

REPORTS ON FORM 8-K

(a) Documents filed as part of this Report

3. Exhibits

Incorporated herein by reference to the Exhibit Index for this Report. The following exhibits are filed with this Report:

| Exhibit No. ----- | Exhibits ----- |
|----------------------|---|
| 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 |

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 Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CH ENERGY GROUP, INC.

By /s/ Steven V. Lant

Steven V. Lant
Chairman of the Board, President
and Chief Executive Officer

CENTRAL HUDSON GAS & ELECTRIC
CORPORATION

By /s/ Steven V. Lant

Steven V. Lant
Chairman of the Board and
Chief Executive Officer

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Date: August 13, 2004

EXHIBIT INDEX

Following is the list of Exhibits, as required by Item 601 of Regulation S-K, filed as a part of this Annual Report on Form 10-K/A, including Exhibits incorporated herein by reference (1):

| Exhibit No. (Regulation S-K Item 601 Designation) ----- | Exhibits ----- |
|---|---|
| (2) | Plan of Acquisition, reorganization, arrangement, liquidation or succession: |
| (i) | Certificate of Exchange of Shares of Central Hudson Gas & Electric Corporation, subject corporation, for shares of CH Energy Group, Inc., acquiring corporation, under Section 913 of the Business Corporation Law of the State of New York. ((45); Exhibit 2(i)) |
| (ii) | Agreement and Plan of Exchange by and between Central Hudson Gas & Electric Corporation and CH Energy Group, Inc. ((39; Exhibit 2.1) |
| (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. ((37); Exhibit (3)1) (ii) By-laws of CH Energy Group, Inc. in effect on the date of this Report. ((50); Exhibit (3)(ii)) (iii) Restated Certificate of Incorporation of Central Hudson Gas & Electric Corporation under Section 807 of the Business Corporation Law. ((18); Exhibit (3)1) |

(1) Exhibits which are incorporated by reference to other filings are followed by information contained in parentheses, as follows: The first reference in the parenthesis is a numeral, corresponding to a numeral set forth in the Notes which follow this Exhibit list, which identifies the prior filing in which the Exhibit was physically filed; and the second reference in the parenthesis is to the specific document in that prior filing in which the Exhibit appears.

(iv) Certificate of Amendment to the Certificate of

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- Incorporation of Central Hudson Gas & Electric Corporation under Section 805 of the Business Corporation Law. ((18) Exhibit (3)2)
- (v) Certificate of Amendment to the Certificate of Incorporation of Central Hudson Gas & Electric Corporation under Section 805 of the Business Corporation Law. ((18); Exhibit (3)3)
- (vi) By-laws of Central Hudson Gas & Electric Corporation in effect on the date of this Report. ((49); 3(vi))
- (4) Instruments defining the rights of security holders, including indentures(see also Exhibits (3)(i)and (ii) above):
- (ii) 1-- Indenture dated January 1, 1927 between Central Hudson Gas & Electric Corporation ("Central Hudson") and American Exchange Irving Trust Company, as Trustee. ((2); Exhibit (4)(ii)1)
- (ii) 2-- Fourth Supplemental Indenture dated March 1, 1941 between Central Hudson and Irving Trust Company, as Trustee. ((2); Exhibit (4)(ii)5)
- (ii) 3-- Fifth Supplemental Indenture dated December 1, 1950 between Central Hudson and Irving Trust Company, as Trustee. ((2); Exhibit (4)(ii)6)
- (ii) 4-- Ninth Supplemental Indenture dated December 1, 1967 between Central Hudson and Irving Trust Company, as Trustee. ((2); Exhibit (4)(ii)10)
- (ii) 5-- Twenty-Seventh Supplemental Indenture dated as of May 15, 1992 between Central Hudson and The Bank of New York, as Trustee. ((2); Exhibit (4)(ii)28); and
- Prospectus Supplement Dated May 28, 1992 (To Prospectus Dated April 13, 1992) relating to \$125,000,000 principal amount of First Mortgage Bonds, designated Secured Medium-Term Notes, Series A, and the Prospectus Dated April 13, 1992, relating to \$125,000,000 principal amount of Central Hudson's debt securities attached thereto, as filed pursuant to Rule 424(b) in connection with Registration Statement No. 33-46624. ((6)(a)),

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and, as applicable to a tranche of such Secured Medium-Term Notes, one of the following:

- (a) Pricing Supplement No. 2, Dated June 4, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992) filed pursuant to Rule 424(b) in connection with Registration Statement No. 33-46624. ((6) (b))
- (b) Pricing Supplement No. 3, Dated June 4, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992) filed pursuant to Rule 424(b) in connection with Registration Statement No. 33-46624. ((6) (c))
- (c) Pricing Supplement No. 4, Dated August 20, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992) filed pursuant to Rule 424(b) in connection with Registration Statement No. 33-46624. ((6) (d))
- (d) Pricing Supplement No. 5, Dated August 20, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992) filed pursuant to Rule 424(b) in connection with Registration Statement No. 33-46624. ((6) (e))
- (e) Pricing Supplement No. 7, Dated July 26, 1993 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement

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Dated May 28, 1992)
filed pursuant to Rule
424(b) in connection
with Registration
Statement No. 33-46624.
(6) (f)

(ii) 6-- Discharge, release and
cancellation of Indenture of
Mortgage, dated November 6, 2001,
from the Bank of New York, as
Trustee. ((47)); Exhibit (4) (ii)
(6)

(ii) 7-- Indenture, dated as of April 1,
1992, between Central Hudson and
Morgan Guaranty Trust Company of New
York, as Trustee related to
unsecured Medium-Term Notes. ((7);
Exhibit (4) (ii) 29)

(ii) 8-- Prospectus Supplement Dated May 28, 1992 (To Prospectus Dated
April 13, 1992) relating to \$125,000,000 principal amount of Medium-Term Notes,
Series A, and the Prospectus Dated April 13, 1992, relating to \$125,000,000
principal amount of Central Hudson's debt securities attached thereto, as filed
pursuant to Rule 424(b) in connection with Registration Statement No. 33-46624.
((8) (a)), and, as applicable to a tranche of such Medium-Term Notes, set forth
in Pricing Supplement No. 1, Dated June 26, 1992 (To Prospectus Dated April 13,
1992, as supplemented by a Prospectus Supplement Dated May 28, 1992) filed
pursuant to Rule 424(b) in connection with Registration Statement No. 33-46624.
((8) (b)).

(ii) 9-- Prospectus Supplement Dated
January 8, 1999
(To Prospectus Dated January 7,
1999) relating to \$110,000,000
principal amount of Medium-Term
Notes, Series C, and the Prospectus
Dated January 7, 1999, relating to
\$110,000,000 principal amount of
Central Hudson's debt securities
attached thereto, as filed pursuant
to Rule 424(b) in connection with
Registration Statement Nos.
333-65597 and 33-56349. ((36) (a)),
and, as applicable to a tranche of
such Medium-Term Notes, set forth in
Pricing Supplement No. 1, Dated
January 12, 1999 (To Prospectus
Dated January 7, 1999, as
supplemented by a Prospectus
Supplement Dated January 8, 1999)
filed pursuant to Rule 424(b) in
connection with Registration
Statement Nos. 333-65597 and
33-56349. ((36) (b)).

(ii) 10-- 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

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Prospectus Dated March 14, 2002, relating to \$100,000,000 principal amount of Central Hudson's debt securities attached hereto, as filed pursuant to Rule 424 (b) in connection with Registration Statement No. 33-83542 ((13) (a)), and, as applicable to a tranche of such Medium-Term Notes, each of the following:

- (a) Pricing Supplement No. 1, Dated March 25, 2002 (to said Prospectus dated March 14, 2002, as supplemented by said Prospectus Supplement Dated March 20, 2002) filed pursuant to Rule 424 (b) in connection with Registration Statement No. 333-83542. ((13) (b))
- (b) Pricing Supplement No. 2, Dated March 25, 2002 (to said Prospectus Dated March 14, 2002, as supplemented by said Prospectus Supplement Dated March 20, 2002) filed pursuant to Rule 424 (b) in connection with Registration Statement No. 333-83542. ((13) (c))
- (c) Pricing Supplement No. 3, Dated September 17, 2003 (to said Prospectus Dated March 14, 2002, as supplemented by said Prospectus Supplement Dated March 20, 2002 and March 25, 2002) filed pursuant to Rule 424 (b) in connection with Registration Statement No. 333-83542. ((13) (d))

- (ii) 11-- Central Hudson and another subsidiary of 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 Energy Group and its other subsidiaries or Central

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Hudson, as the case may be, each on a consolidated basis. 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.

(10) Material contracts:

- (i) 1-- Agreement dated April 27, 1973 between Central Hudson and the Power Authority of the State of New York. ((11); Exhibit 5.19)
- (i) 2-- Assignment and Assumption dated as of October 24, 1975 between Central Hudson and New York State Electric & Gas Corporation. ((12); Exhibit 5.25)
- (i) 3-- Amendment to Assignment and Assumption dated October 30, 1978 between Central Hudson and New York State Electric & Gas Corporation. ((3); Exhibit 5.34)
- (i) 4-- Agreement dated April 2, 1980 by and between Central Hudson and the Power Authority of the State of New York. ((2); Exhibit (10)(i)24)
- (i) 5-- Transmission Agreement, dated October 25, 1983, between Central Hudson and Niagara Mohawk Power Corporation. ((2); Exhibit (10)(i)30)
- (i) 6-- Underground Storage Service Agreement, dated June 30, 1982, between Central Hudson and Penn-York Energy Corporation. ((2); Exhibit (10)(i)32)
- (i) 7-- Interruptible Transmission Service Agreement, dated December 20, 1983, between Central Hudson and Power Authority of the State of New York. ((2); Exhibit (10)(i)33)
- (i) 8-- Agreement, dated December 7, 1983, between Central Hudson and the Power Authority of the State of New York. ((2); Exhibit (10)(i)34)
- (i) 9-- 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). ((2);

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Exhibit (10)(i)37)

- (i) 10-- Agreement, dated June 3, 1985, between Central Hudson, Consolidated Edison Company of New York, Inc. and the Power Authority of the State of New York relating to Marcy South Real Estate - East Fishkill, New York. ((2); Exhibit (10)(i)38)
- (i) 11-- Agreement, dated June 11, 1985, between Central Hudson and the Power Authority of the State of New York relating to Marcy South Substation - East Fishkill, New York. ((2); Exhibit (10)(i)39)
- (i) 12-- Memorandum of Understanding, dated as of March 22, 1988, by and among Central Hudson, Alberta Northeast Gas, Limited, the Brooklyn Union Gas Company, New Jersey Natural Gas Company and Connecticut Natural Gas Corporation. ((17); Exhibit (10)(i)98)
- (i) 13-- Agreement, effective as of November 1, 1989, between Columbia Gas Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)75)
- (i) 14-- Agreement, dated as of November 1, 1989, between Columbia Gas Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)77)
- (i) 15-- Agreement, dated as of November 1, 1989, between Columbia Gas Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)78)
- (i) 16-- Agreement, dated as of November 1, 1989, between Columbia Gulf Transmission Company and Central Hudson. ((19); Exhibit (10)(i)79)
- (i) 17-- Agreement, dated October 9, 1990, between Texas Eastern Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)80)
- (i) 18-- Agreement, dated July 2, 1990, between Texas Eastern Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)81)
- (i) 19-- Agreement, dated December 28, 1989, between Texas Eastern Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)82)

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- (i) 20-- Agreement, dated December 28, 1989, between Texas Eastern Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)83)
- (i) 21-- Agreement, dated November 3, 1989, between Texas Eastern Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)84)
- (i) 22-- Agreement, dated September 4, 1990, between Algonquin Gas Transmission Company and Central Hudson. ((19); Exhibit (10)(i)87)
- (i) 23-- Storage Service Agreement, dated July 1, 1989, between CNG Transmission Corporation and Central Hudson. ((19); Exhibit (10)(i)91)
- (i) 24-- Agreement dated as of February 7, 1991 between Central Hudson and Alberta Northeast Gas, Limited for the purchase of Canadian natural gas from ATCOR Ltd. to be delivered on the Iroquois Gas Transmission System. ((19); Exhibit (10)(i)92)
- (i) 25-- Agreement dated as of February 7, 1991 between Central Hudson and Alberta Northeast Gas, Limited for the purchase of Canadian natural gas from AEC Oil and Gas Company, a Division of Alberta Energy Company, Ltd. to be delivered on the Iroquois Gas Transmission System. ((19); Exhibit (10)(i)93)
- (i) 26-- Agreement dated as of February 7, 1991 between Central Hudson and Alberta Northeast Gas, Limited for the purchase of Canadian natural gas from ProGas Limited to be delivered on the Iroquois Gas Transmission System. ((19); Exhibit (10)(i)94)
- (i) 27-- Agreement No. 2 dated as of February 7, 1991 between Central Hudson and Alberta Northeast Gas, Limited for the purchase of Canadian natural gas from TransCanada Pipelines Limited under Precedent Agreement No. 2 to be delivered on the Iroquois Gas Transmission System. ((19); Exhibit (10)(i)95)
- (i) 28-- Agreement No. 1 dated as of February 7, 1991 between Central Hudson and Alberta Northeast Gas, Limited for the purchase of Canadian natural gas from TransCanada Pipelines Limited under Precedent

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- Agreement No. 1 to be delivered on the Iroquois Gas Transmission System. ((19); Exhibit (10)(i)96)
- (i) 29-- Agreement dated as of February 7, 1991 between Central Hudson and Iroquois Gas Transmission System to transport gas imported by Alberta Northeast Gas, Limited to Central Hudson. ((19); Exhibit (10)(i)97)
- (i) 30-- Service Agreement, dated September 30, 1986, between Central Hudson and Algonquin Gas Transmission Company, for firm storage transportation under Rate Schedule SS-III. ((20); Exhibit (10)(i)95)
- (i) 31-- Service Agreement, dated March 12, 1991, between Central Hudson and Algonquin Gas Transmission Company, for firm transportation of 5,056 dth. of Texas Eastern Transmission Corporation incremental volume. ((20); Exhibit (10)(i)99)
- (i) 32-- Agreement, dated December 28, 1990 and effective February 5, 1991, between Central Hudson and National Fuel Gas Supply Corporation for interruptible transportation. ((20); Exhibit (10)(i)100)
- (i) 33-- Utility Services Contract, effective October 1, 1991, between Central Hudson and the U.S. Department of the Army, for the provision of natural gas service to the U.S. Military Academy at West Point and Stewart Army Subpost, together with an Amendment thereto, effective October 10, 1991. ((20); Exhibit (10)(i)101)
- (i) 34-- Service Agreement, effective December 1, 1990, between Central Hudson and Texas Eastern Transmission Corporation, for firm transportation service under Rate Schedule FT-1. ((20); Exhibit (10)(i)103)
- (i) 35-- Service Agreement, dated February 25, 1991, between Central Hudson and Texas Eastern Transmission Corporation, for incremental 5,056 dth. under Rate Schedule CD-1. ((20); Exhibit (10)(i)104)
- (i) 36-- Service Agreement, dated

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- January 7, 1992, between Central Hudson and Texas Eastern Transmission Corporation, for the firm transportation of 6,000 dth./day under Rate Schedule FTS-5. ((20); Exhibit (10)(i)106)
- (i) 37-- Agreement dated as of July 1, 1992 between Central Hudson and Tennessee Gas Pipeline Company for storage of natural gas. ((21); Exhibit (10)(i)114)
- (i) 38-- Agreement dated as of July 1, 1992 between Central Hudson and Tennessee Gas Pipeline Company for firm transportation periods. ((21); Exhibit (10)(i)115)
- (i) 39-- Agreement, dated November 1, 1990, between Tennessee Gas Pipeline and Central Hudson for transportation of third-party gas for injection into and withdrawal from Penn York storage. ((2); Exhibit (10)(i)100)
- (i) 40-- Agreement, dated December 1, 1991, between Central Hudson and Iroquois Gas Transmission System for interruptible gas transportation service. ((2); Exhibit (10)(i)101)
- (i) 41-- Letter Agreement, dated August 24, 1992, between Central Hudson and Iroquois Gas Transmission System amending that certain Agreement, dated December 1, 1991 between said parties for interruptible gas transportation service. ((19); Exhibit (10)(i)102)
- (i) 42-- Gas Transportation Agreement, dated as of September 1, 1993, by and between Tennessee Gas Pipeline Company and Central Hudson. ((1); Exhibit(10)(i)108)
- (i) 43--Agreement, dated as of May 20, 1993, between Central Hudson and New York State Electric & Gas Corporation. ((24); Exhibit (10)(i)93)
- (i) 44-- Agreement for the Sale and Purchase of Coal, dated as of December 1, 1996, among Central Hudson, Inter-American Coal N.V. and Inter-American Coal, Inc. [Certain portions of the agreement setting forth or relating to pricing provisions are omitted and filed

- separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.] ((30); Exhibit (10)(i)107)
- (i) 45-- 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. ((32); Exhibit (10)(i)112)
- (i) 46-- Amendment, dated as of November 1, 1997, to the Agreement for the Sale and Purchase of Coal, dated December 1, 1996, among Central Hudson, Inter-American Coal N.V. and Inter-American Coal, Inc. [Certain portions of said Amendment set forth and relate to pricing provisions and will be filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.] ((33); Exhibit (10)(i)113)
- (i) 47-- Modification to the Amended and Restated Settlement Agreement, dated February 26, 1998, signed by Central Hudson, the Staff of the Public Service Commission of the State of New York, the New York State Consumer Protection Board and Pace Energy Project. ((34); Exhibit (10)(i)115)
- (i) 48-- Amendment II, dated as of November 1, 1998, to the Agreement for the Sale and Purchase of Coal, dated December 1, 1996, among Central Hudson, Inter-American Coal N.V. and Inter-American Coal, Inc. [Certain portions of said Amendment setting forth or relating to pricing provisions are omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.] ((40); Exhibit (10)(i)80)
- (i) 49-- Participation Agreement, dated as of June 1, 1977 by and between New York State Energy Research and Development Authority and Central Hudson. ((45); Exhibit (10)(i)67)
- (i) 50-- Agreement, dated as of November

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- 1, 1998, between Central Hudson and Glencore Ltd., for the Sale and Purchase of Coal. [Certain portions of said Agreement setting forth or relating to pricing provisions are omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.] ((40); Exhibit (10)(i)81)
- (i) 51-- Participation Agreement, dated as of December 1, 1998, by and between New York State Energy Research and Development Authority and Central Hudson. ((40); Exhibit (10)(i)82)
- (i) 52-- Participation Agreement, dated as of July 15, 1999, by and between New York State Energy Research and Development Authority and Central Hudson. ((45); Exhibit (10)(i)66)
- (i) 53-- Participation Agreement, dated as of August 1, 1999, by and between New York State Energy Research and Development Authority and Central Hudson. ((45); Exhibit (10)(i)67)
- (i) 54-- Agreement, dated April 1, 1999, between Central Hudson and Arch Coal Sales Company, Inc. for the Sale and Purchase of Coal. [Certain portions of the Agreement setting forth or relating to pricing provisions are omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.] ((38); Exhibit (10)(i)89)
- (i) 55-- Amendment No. 3, dated as of November 1, 1999, to the Agreement for the Sale and Purchase of Coal, dated December 1, 1996, between Central Hudson and Inter-American Coal, Inc. [Certain portions of said Amendment set forth and relate to pricing provisions and will be filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.] ((41); Exhibit (10)(i)88)
- (i) 56-- Amendment No. 1, dated as of November 1, 1999, to the Agreement for the Sale and Purchase of Coal, dated November 1, 1998, between

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Central Hudson and Glencore, Ltd.
[Certain portions of said Amendment set forth and relate to pricing provisions and will be filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.]
((41); Exhibit (10)(i)89)

- (i) 57-- Amendment No. 1, dated as of November 1, 1999, to the Agreement for the Sale and Purchase of Coal, dated April 1, 1999 between Central Hudson and Arch Coal. [Certain portions of said Amendment set forth and relate to pricing provisions and will be filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.]
((41); Exhibit (10)(i)90)
- (i) 58-- Asset Purchase and Sale Agreement, dated August 7, 2000, by and among Central Hudson, Consolidated Edison Company of New York, Inc., Niagara Mohawk Power Corporation and Dynegy Power Corp.
((44); Exhibit (10)(i)93)
- (i) 59-- Asset Purchase and Sale Agreement, dated August 7, 2000, by and between Central Hudson and Dynegy Power Corp. ((44); Exhibit (10)(i)94)
- (i) 60-- Purchase Price Agreement, dated August 7, 2000, among Central Hudson, Consolidated Edison Company of New York, Inc., Niagara Mohawk Power Corporation and Dynegy Power Corp. ((44); Exhibit (10)(i)95)
- (i) 61-- Guarantee Agreement, dated August 7, 2000, among Central Hudson, Consolidated Edison Company of New York, Inc., Niagara Mohawk Power Corporation and Dynegy Holdings, Inc. ((44); Exhibit (10)(i)96)
- (i) 62-- Nine Mile Point Unit 2 Nuclear Generating Facility Asset Purchase Agreement, dated as of December 11, 2000, by and among Central Hudson, Niagara Mohawk Power Corporation, New York State Electric & Gas Corporation, Rochester Gas and Electric Corporation, Constellation Energy Group, Inc. and

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- Constellation Nuclear LLC.
((45); Exhibit (10)(i)(79))
- (i) 63-- Power Purchase Agreement, dated as of December 11, 2000, by and between Constellation Nuclear, LLC and Central Hudson. ((45); Exhibit (10)(i)(80))
- (i) 64-- Revenue Sharing Agreement, dated as of December 11, 2000, by and between Constellation Nuclear LLC and Central Hudson. ((45); Exhibit (10)(i)(84))
- (i) 65-- Transition Power Agreement, dated January 30, 2001, by and between Central Hudson and Dynegy Power Marketing, Inc. ((45); Exhibit (10)(i)(82))
- (i) 66-- Amended and Restated Credit Agreement, dated July 10, 2000, among CH Energy Group, Inc., ("Energy Group") certain lenders described therein and Banc One, N.A., as administrative Agent. ((43); Exhibit (10)(i)92)
- (i) 67-- Amendment II, dated as of December 22, 2000, to the Agreement for the Sale and Purchase of Coal, dated April 1, 1999, between Central Hudson and Arch Coal Sales Company, Inc. [Certain portions of said Amendment set forth and relate to pricing provisions and will be filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.] ((45); Exhibit (10)(i)(84))
- (i) 68-- Amendment IV, dated as of December 29, 2000, to the Agreement for the Sale and Purchase of Coal made as of December 1, 1996, between Central Hudson and Inter-American Coal N.V. and Inter-American Coal, Inc. [Certain portions of said Amendment set forth and relate to pricing provisions and will be filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under the rules of said Commission.] ((45); Exhibit (10)(i)(85))
- (i) 69-- Stock Purchase Agreement, dated December 21, 2001 between Central Hudson Energy Services, Inc. and WPS

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- Power Development, Inc. ((47);
Exhibit (10) (i) (69))
- (i) 70-- Letter Agreement, dated
December 21, 2001, between Central
Hudson Enterprises Corporation and
WPS Power Development, Inc.
((47); Exhibit (10) (i) (70))
- (i) 71-- [Reserved]
- (i) 72-- Letter Agreement, dated
July 3, 2001 between Central Hudson
and Dynegy. ((47);
Exhibit (10) (i) (72))
- (iii) 1-- Agreement, made March 14, 1994,
by and between Central Hudson and
Mellon Bank, N.A., amending and
restating, effective April 1, 1994,
Central Hudson's Savings Incentive
Plan and related Trust Agreement
with The Bank of New York. ((25);
Exhibit (10) (iii)18)
- (iii) 2-- Amendment 1, dated July 22, 1994
(effective April 1, 1994) to the
Amended and Restated Savings
Incentive Plan of Central Hudson.
((26); Exhibit (10) (iii)19)
- (iii) 3-- Amendment 2, dated December 16,
1994 (effective January 1, 1995) to
the Amended and Restated Savings
Incentive Plan of Central Hudson, as
amended. ((26); Exhibit (10) (iii)20)
- (iii) 4-- Management Incentive Program of
Central Hudson, effective April 1,
1994. ((30); Exhibit (10) (iii)23)
- (iii) 5-- Amendment, dated July 25, 1997,
to the Management Incentive Program
of Central Hudson, effective August
1, 1997. ((33); Exhibit (10) (iii)24)
- (iii) 6-- CH Energy Group, Inc.
Change-of-Control Severance Policy,
effective December 1, 1998. ((40);
Exhibit (10) (iii)14)
- (iii) 7-- Amended and Restated Stock Plan
for Outside Directors of CH Energy
Group, Inc. effective December 15,
1999. ((41); Exhibit (10) (iii)21)
- (iii) 8-- CH Energy Group, Inc. Directors
and Executives Deferred Compensation
Plan effective January 1, 2000.
((41); Exhibit (10) (iii)25)
- (iii) 9-- Trust and Agency Agreement,

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- 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. ((41); Exhibit (10) (iii) 26)
- (iii) 10-- Long-Term Performance-Based Incentive Plan of CH Energy Group, Inc. effective January 1, 2000. ((41); Exhibit (10) (iii) 27)
- (iii) 11-- CH Energy Group, Inc. Supplementary Retirement Plan, effective December 15, 1999, being an amendment and restatement of the Central Hudson Executive Deferred Compensation Plan as assigned to CH Energy Group, Inc. ((43); Exhibit (10) (ii) 29)
- (iii) 12-- Amendment to and Restatement of Central Hudson's Retirement Benefit Restoration Plan, effective as of January 1, 2000. ((43); Exhibit (10) (iii) 30)
- (iii) 13-- Form of Employment Agreement, for all officers of CH Energy Group, Inc. and its subsidiary companies. ((47); Exhibit (10) (iii) (13))
- (iii) 14-- Amendment Number Three to the Central Hudson Savings Incentive Plan, effective January 1, 2001. ((45); Exhibit (10) (iii) 32)
- (iii) 15-- Amendment to the CH Energy Group, Inc. Change-of-Control Severance Policy, effective August 1, 2000. ((45); Exhibit (10) (iii) 33)
- (iii) 16-- Employment Agreement, dated September 28, 2001, between CH Energy Group, Inc. and Paul J. Ganci. ((47); Exhibit (10) (iii) (16))
- (iii) 17-- Amendment, effective January 1, 2001, to Energy Group's Long-Term Performance-Based Incentive Plan. ((46); Exhibit (10) (iii) 1)
- (iii) 18-- Amendment and Restatement, dated October 1, 2001, of the Central Hudson Savings Incentive Plan. ((47); Exhibit (10) (iii) (18))
- (iii) 19-- Form of Trust Agreement, effective as of October 1, 2001, between Central Hudson and ING

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- National Trust, as successor Trustee under the Central Hudson Savings Incentive Plan. ((47); Exhibit (10) (iii) (19))
- (iii) 20-- Amendment No. 2, effective January 1, 2002, to Energy Group's Long-Term Performance-Based Incentive Plan. ((47); Exhibit (10) (iii) (20))
- (iii) 21-- Form of Supplemental Participation Agreement, dated October 21, 2001, among Central Hudson Enterprises Corporation, Central Hudson and ING National Trust re: Central Hudson Savings Incentive Plan. ((47); Exhibit (10) (iii) (21))
- (iii) 22-- Amendment to CH Energy Group, Inc. Directors and Executives Deferred Compensation Plan effective July 1, 2002. ((47); Exhibit (10) (iii) (22))
- (iii) 23-- Amendment and restatement of CH Energy Group, Inc. Supplementary Retirement Plan, effective July 1, 2001. ((47); Exhibit (10) (iii) (23))
- (iii) 24-- Amendment and restatement of Central Hudson Gas & Electric Corporation Retirement Benefit Restoration Plan effective June 22, 2001. ((47); Exhibit (10) (iii) (24))
- (iii) 25-- Agreement, dated May 10, 2002, between CH Energy Group, Inc. and Allan R. Page. ((49); Exhibit (10) (iii) (25))
- (iii) 26-- Amendment and restatement of CH Energy Group, Inc. Directors and Executives Deferred Compensation Plan, effective September 26, 2003. ((52); Exhibit (10) (iii) (26))
- (iii) 27-- Central Hudson Gas & Electric Corporation Savings Incentive Plan, January 1, 2004 Restatement. ((53); Exhibit 99(a))
- (iii) 28-- Amendment to CH Energy Group, Inc. Long-Term Performance-Based Incentive Plan, dated October 24, 2003, effective as of September 26, 2003. ((51); Exhibit 10 (iii) (28))
- (iii) 29-- Amendment to CH Energy Group,

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Inc. Directors and Executives
 Deferred Compensation Plan Trust
 Agreement, dated October 24, 2003,
 effective as of September 26, 2003.
 ((51); Exhibit 10(iii)(29))

(iii) 30-- CH Energy Group, Inc. Amended
 and Restated Stock Plan for Outside
 Directors, dated October 24, 2003,
 effective as of September 26, 2003.
 ((51); Exhibit 10(iii)(30))

(12) (i)-- CH Energy Group Statement showing the computation of the ratio of
 earnings to fixed charges. ((51); Exhibit (12) (i))

(12) (ii)-- Central Hudson Statement showing the computation of the ratio
 of earnings to fixed charges and ratio of earnings to fixed charges
 and preferred dividends. ((51); Exhibit (12) (ii))

(14) -- CH Energy Group, Inc. Code of Business Conduct and Ethics.
 ((51); Exhibit (14))

(21) -- Subsidiaries of Energy Group and Central Hudson as of December 31,
 2003. ((51); Exhibit (21))

| Name of Subsidiary ----- | State or other Jurisdiction of Incorporation ----- | Name under which Subsidiary conducts Business ----- |
|--|---|--|
| Central Hudson Gas & Electric Corporation | New York | Central Hudson Gas Electric Corporation |
| Phoenix Development Company, Inc. | New York | Phoenix Development Company, Inc. |
| Central Hudson Enterprises Corporation | New York | Central Hudson Enterprises Corporation |
| SCASCO, Inc. | Connecticut | SCASCO, Inc. |
| Griffith Energy Services, Inc. | New York | Griffith Energy Services, Inc. |

(23) -- Consent of Experts:

The consent of PricewaterhouseCoopers LLP. ((51); Exhibit (23))

(24) -- Powers of Attorney:

(i) 1-- Powers of Attorney for each of the
 directors comprising a majority of the Board
 of Directors of Energy Group authorizing
 execution and filing of this Annual Report on
 Form 10-K by Paul J. Ganci. ((51); Exhibit
 (24) (i))

(i) 2-- Powers of Attorney for each of the
 directors comprising a majority of the Board

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of Directors of Central Hudson authorizing execution and filing of this Annual Report on Form 10-K by Paul J. Ganci. ((51); Exhibit (24) (ii))

(31) -- Rule 13a-14(a)/15d-14(a) Certifications.

(32) -- Section 1350 Certifications. ((51); Exhibit (32))

(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. ((28); Exhibit (99) (i) 5)
- (i) 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. ((32); Exhibit 99(1))
- (i) 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. ((34); Exhibit (10) (1))
- (i) 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. (35)
- (i) 5-- Order of the Public Service Commission of the State of New York, issued and effective December 20, 2000, authorizing the transfer of the Danskammer Plant and the Roseton Plant. ((45); Exhibit (99) (i) 8)

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- (i) 6-- Order of the Public Service Commission of the 2001, clarifying prior Order relating to the approval of the transfer of the Danskammer Plant and the Roseton Plant. ((45); Exhibit (99)(i)9)
- (i) 7-- Order of the Public Service Commission of the State of New York, issued and effective, October 26, 2001, authorizing asset transfers of the Nine Mile 2 Plant. ((47); Exhibit (99)(i)(7))
- (i) 8-- Order of the Public Service Commission of the State of New York, issued and effective, September 27, 2001, authorizing new revolving credit facilities and a New Medium Term Note Program for Central Hudson. ((47); Exhibit (99)(i)(8))
- (i) 9-- Order of the Public Service Commission of the State of New York, issued and effective October 25, 2001, establishing new rates for Central Hudson. ((47); Exhibit (99)(i)(9))
- (i) 10-- 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. ((49); Exhibit (99)(i)(10))
- (i) 11-- 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. ((49); Exhibit (99)(i)(11))
- (i) 12-- Order of the Public Service Commission of the State of New York, issued and effective October 29, 2003, directing the continuation of certain non-price features of the rate plan. ((51); Exhibit (99)(i)(12))

The following are notes to the Exhibits listed above:

- (1) Incorporated herein by reference to Central Hudson's Quarterly report on Form 10-Q for fiscal quarter ended September 30, 1993 (File No. 1-3268).
- (2) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K/A for the fiscal year ended December 31, 1992 (File No. 1-3268).
- (3) Incorporated herein by reference to Central Hudson's Registration Statement No. 2-65127.

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- (4) [Reserved]
- (5) [Reserved]
- (6) (a) Incorporated herein by reference to Prospectus Supplement Dated May 28, 1992 (To Prospectus Dated April 13, 1992) relating to \$125,000,000 principal amount of First Mortgage Bonds, designated Secured Medium-Term Notes, Series A, and to the Prospectus Dated April 13, 1992 relating to \$125,000,000 principal amount of Central Hudson's debt securities attached thereto, as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, in connection with Registration Statement No. 33-46624.
- (b) Incorporated herein by reference to Pricing Supplement No. 2, Dated June 4, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992), as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933 in connection with Registration Statement No. 33-46624.
- (c) Incorporated herein by reference to Pricing Supplement No. 3, Dated June 4, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992), as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933 in connection with Registration Statement No. 33-46624.
- (d) Incorporated herein by reference to Pricing Supplement No. 4, Dated August 20, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992), as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933 in connection with Registration Statement No. 33-46624.
- (e) Incorporated herein by reference to Pricing Supplement No. 5, Dated August 20, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992), as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933 in connection with Registration Statement No. 33-46624.
- (f) Incorporated herein by reference to Pricing Supplement No. 7, Dated July 26, 1993 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated

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May 28, 1992), as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933 in connection with Registration Statement No. 33-46624.

- (7) Incorporated herein by reference to Central Hudson's Current Report on Form 8-K, dated May 27, 1992 (File No. 1-3268).
- (8) (a) Incorporated herein by reference to Prospectus Supplement Dated May 28, 1992 (To Prospectus Dated April 13, 1992) relating to \$125,000,000 principal amount of Medium-Term Notes, Series A, and to the Prospectus Dated April 13, 1992, relating to \$125,000,000 principal amount of Central Hudson's debt securities attached thereto, as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, in connection with Registration Statement No. 33-46624.
 - (b) Incorporated herein by reference to Pricing Supplement No. 1, Dated June 26, 1992 (To Prospectus Dated April 13, 1992, as supplemented by a Prospectus Supplement Dated May 28, 1992), as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933 in connection with Registration Statement No. 33-46624.
- (9) [Reserved]
- (10) (a) Incorporated herein by reference to Prospectus Supplement Dated August 24, 1998 (To Prospectus Dated April 4, 1995) relating to \$80,000,000 principal amount of Medium-Term Notes, Series B, and the Prospectus Dated April 4, 1995, relating to (i) \$80,000,000 of Central Hudson's Debt Securities and Common Stock, \$5.00 par value, but not in excess of \$40 million aggregate initial offering price of such Common Stock and (ii) 250,000 shares of Central Hudson's Cumulative Preferred Stock, par value \$100 per share, which may be issued as 1,000,000 shares of Depositary Preferred Shares each representing 1/4 of a share of such Cumulative Preferred Stock attached thereto, as filed pursuant to Rule 424(b) in connection with Registration Statement No. 33-56349.
 - (b) Incorporated herein by reference to Pricing Supplement No. 1, Dated September 2, 1998 (To Prospectus Dated April 4, 1995, as supplemented by a Prospectus Supplement Dated August 24, 1998), as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(2) under the Securities Act of 1933 in connection with Registration Statement No.

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33-56349.

- (11) Incorporated herein by reference to Central Hudson's Registration Statement No. 2-50276.
- (12) Incorporated herein by reference to Central Hudson's Registration Statement No. 2-54690.
- (13) (1) Incorporated herein by reference to Prospectus Supplement, dated March 20, 2002 (to Prospectus dated March 14, 2002), relating to \$100,000,000 principal amount Medium-Term Notes, Series D, of Central Hudson, and the Prospectus, dated 14, 2002, relating to said \$100,000,000 principal amount of debt securities, attached thereto, as filed with the Securities and Exchange Commission pursuant to Rule 424 (b) under the Securities Act of 1933 in connection with Registration Statement No. 333-83542.

(b) Incorporated herein by reference to Pricing Supplement No. 1, dated March 25, 2002 (to Prospectus dated March 14, 2002, as supplemented by a Prospectus Supplement dated March 20, 2002) filed with the Securities and Exchange Commission pursuant to Rule 424 (b) (2) under Securities Act of 1933 in connection with Registration Statement No. 333-83542.

(c) Incorporated herein by reference to Pricing Supplement No. 2 dated March 25, 2002 (to Prospectus dated March 14, 2002, as supplemented by a Prospectus Supplement dated March 20, 2002) filed with the Securities and Exchange Commission pursuant to Rule 424 (b) (2) under the Securities Act of 1933 in connection with Registration Statement No. 333-83542.

(d) Incorporated herein by reference to Pricing Supplement No. 3 dated September 17, 2003 (to Prospectus dated March 14, 2002, as supplemented by a Prospectus Supplement dated March 20, 2002 and March 25, 2002) filed with the Securities and Exchange Commission pursuant to Rule 424 (b) (2) under the Securities Act of 1933 in connection with Registration Statement No. 333-83542.
- (14) [Reserved]
- (15) [Reserved]
- (16) [Reserved]
- (17) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K for the fiscal year ended December 31, 1987 (File No. 1-3268).
- (18) Incorporated herein by reference to Central

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Hudson's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1993 (File No. 1-3268).

- (19) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K for the fiscal year ended December 31, 1990 (File No. 1-3268).
- (20) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K for the fiscal year ended December 31, 1991 (File No. 1-3268).
- (21) Incorporated herein by reference to Central Hudson's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1992 (File No. 1-3268).
- (22) [Reserved]
- (23) Incorporated herein by reference to Central Hudson's Current Report on Form 8-K, dated May 15, 1987 (File No. 1-3268).
- (24) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K for the fiscal year ended December 31, 1993 (File No. 1-3268).
- (25) Incorporated herein by reference to Central Hudson's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1994 (File No. 1-3268).
- (26) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K for the fiscal year ended December 31, 1994 (File No. 1-3268).
- (27) [Reserved]
- (28) Incorporated herein by reference to Central Hudson's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1995 (File No. 1-3268).
- (29) [Reserved]
- (30) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K for the fiscal year ended December 31, 1996 (File No. 1-3268).
- (31) [Reserved]
- (32) Incorporated herein by reference to Central Hudson's Current Report on Form 8-K, dated January 7, 1998 (File No. 1-3268).
- (33) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K for the

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fiscal year ended December 31, 1997, as amended December 8, 1998 (File No. 1-3268).

- (34) Incorporated herein by reference to Central Hudson's Current Report on Form 8-K, dated February 10, 1998 (File No. 1-3268).
- (35) Incorporated herein by reference to Central Hudson's Current Report on Form 8-K, dated July 24, 1998 (File No. 1-3268).
- (36) (a) Incorporated herein by reference to Prospectus Supplement Dated January 8, 1999 (To Prospectus Dated January 7, 1999) relating to \$110,000,000 principal amount of Medium-Term Notes, Series C, and to the Prospectus Dated January 7, 1999, relating to \$110,000,000 principal amount of Central Hudson's debt securities attached thereto, as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(2) under the Securities Act of 1933, in connection with Registration Statement Nos. 333-65597 and 33-56349.

(b) Incorporated herein by reference to Pricing Supplement No. 1, Dated January 12, 1999 (To Prospectus Dated January 7, 1999, as supplemented by a Prospectus Supplement Dated January 8, 1999), as filed with the Securities and Exchange Commission pursuant to Rule 424(b)(3) under the Securities Act of 1933 in connection with Registration Statement Nos. 333-65597 and 33-56349.
- (37) Incorporated herein by reference to Energy Group's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 (File No. 333-52797).
- (38) Incorporation herein by reference to Central Hudson's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1999 (File No. 1-3268).
- (39) Incorporated herein by reference to Central Hudson's Current Report on Form 8-K dated December 15, 1999 (File No. 1-3268)
- (40) Incorporated herein by reference to Central Hudson's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 (File No. 1-3268).
- (41) Incorporated herein by reference to Energy Group's Annual Report on Form 10-K for the fiscal year ended December 31, 1999 (File No. 0-30512).
- (42) Incorporated herein by reference to Energy Group's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2000 (File No.

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0-30512).

- (43) Incorporated herein by reference to Energy Group's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2000 (File No. 0-30512).
- (44) Incorporated herein by reference to Energy Group's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2000 (File No. 0-30512).
- (45) Incorporated herein by reference to Energy Group's Annual Report, on Form 10-K, for the fiscal year ended December 31, 2000 (File No. 0-30512).
- (46) Incorporated herein by reference to Energy Group's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2001 (File No. 0-30512).
- (47) Incorporated herein by reference to Energy Group and Central Hudson's Annual Report on Form 10-K, for the fiscal year ended December 31, 2001 (File Nos. 0-30512 and 1-3268)
- (48) Incorporated herein by reference to Energy Group and Central Hudson's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2002 (File Nos. 0-30512 and 1-3268).
- (49) Incorporated herein by reference to Energy Group and Central Hudson's Annual Report on Form 10-K, for the fiscal year ended December 31, 2002 (File Nos. 0-30512 and 1-3268)
- (50) Incorporated herein by reference to Energy Group and Central Hudson's Quarterly Report on Form 10-Q, for the fiscal quarter ended June 30, 2003 (File Nos. 0-30512 and 1-3268)
- (51) Incorporated herein by reference to Energy Group and Central Hudson's Annual Report on Form 10-K, for the fiscal year ended December 31, 2003 (File Nos. 0-30512 and 1-3268)
- (52) Incorporated herein by reference to Energy Group's Registration Statement on Form S-8, filed on October 30, 2003 (File No. 333-110086)
- (53) Incorporated herein by reference to Energy Group's Registration Statement on Form S-8, filed on January 16, 2004 (File No. 333-111984)

