

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

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
--------	--	------------

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).

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)

TABLE OF CONTENTS

	PAGE
PART IV	
ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES	1

(ii)

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

- 1 -

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)

4

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.

- 2 -

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.

- 5 -

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.

- 7 -

- 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

- 8 -

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)

- 9 -

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.

- 12 -

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⁽²⁾ 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.

- 15 -
