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CH ENERGY GROUP INC  
Form U-3A-2  
February 26, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

FORM U-3A-2

Statement by Holding Company Claiming Exemption Under Rule U-3A-2 from  
the Provisions of the Public Utility Holding Company Act of 1935

To Be Filed Annually Prior to March 1

CH ENERGY GROUP, INC.

hereby files with the Securities Exchange Commission, pursuant to Rule 2, its  
statement claiming exemption as a holding company from the provisions of the  
Public Utility Holding Company Act of 1935 ("Act") and submits the following  
information:

1. NAME, STATE OF ORGANIZATION, LOCATION AND NATURE OF BUSINESS OF  
CLAIMANT AND EVERY SUBSIDIARY THEREOF, OTHER THAN ANY EXEMPT WHOLESALE GENERATOR  
(EWG) OR FOREIGN UTILITY COMPANY IN WHICH CLAIMANT DIRECTLY OR INDIRECTLY HOLDS  
AN INTEREST.

The following response is as of December 31, 2003:

CH Energy Group, Inc. ("Claimant") is a corporation organized and existing  
under the laws of the State of New York. Claimant is a holding company which  
acquires businesses and holds securities and/or interests in other corporations,  
partnerships and/or businesses. Claimant's principal place of business is 284  
South Avenue, Poughkeepsie, New York 12601-4879. Claimant, as of December 31,  
2003, has the following subsidiaries other than any EWG:

Name and Location ----- of Company -----	State of ----- Organization -----	Nature of Business -----
1. Central Hudson Gas & Electric Corporation, Poughkeepsie, New York ("Central Hudson")	New York	Generation, transmission and distribution of electricity and the transmission and distribution of natural gas in New York State. Central Hudson's "franchise territory" generally extends approximately 100 miles along the Hudson River and approximately 50 miles east and west of such River. The southern end of that territory is about 25 miles north of New York City and the northern end is about 25 miles south of the City of Albany, N.Y.
2. Phoenix Development Company, Inc., Poughkeepsie, New York ("Phoenix")	New York	Real estate holding company for Central Hudson
3. Central Hudson Enterprises	New York	Markets heating oil and related products

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Corporation, Poughkeepsie, New York ("CHEC")

services. Invests in energy related currently owns, directly or indirectly affiliates referred to in 4 and 5 b

4. SCASCO, Inc., Winsted, Connecticut Connecticut ("Scasco")

Engages in the distribution of fuel diesel, kerosene, and propane and t and maintenance of electrical servi ventilation, and cooling ("HVAC") e States of Connecticut, Massachusetts

5. Griffith Energy Services, Inc., Poughkeepsie, New York ("Griffith Energy") New York

Engages in the distribution of fuel diesel, kerosene, and propane and t and maintenance of HVAC equipment i Virginia, West Virginia, Maryland, Pennsylvania and in Washington, D.C

2. A BRIEF DESCRIPTION OF THE PROPERTIES OF CLAIMANT AND EACH OF ITS SUBSIDIARY PUBLIC UTILITY COMPANIES USED FOR THE GENERATION, TRANSMISSION, AND DISTRIBUTION OF ELECTRIC ENERGY FOR SALE, OR FOR THE PRODUCTION, TRANSMISSION, AND DISTRIBUTION OF NATURAL OR

(2)

MANUFACTURED GAS, INDICATING THE LOCATION OF PRINCIPAL GENERATING PLANTS, TRANSMISSION LINES, PRODUCING FIELDS, GAS MANUFACTURING PLANTS, AND ELECTRIC AND GAS DISTRIBUTION FACILITIES, INCLUDING ALL SUCH PROPERTIES WHICH ARE OUTSIDE THE STATE IN WHICH CLAIMANT AND ITS SUBSIDIARIES ARE ORGANIZED AND ALL TRANSMISSION OR PIPELINES WHICH DELIVER OR RECEIVE ELECTRIC ENERGY OR GAS AT THE BORDERS OF SUCH STATE.

The following response is as of December 31, 2003:

Generating Station, Location ----- and Percent Ownership -----	Fuel ----	Net Capabil Summer (2003) -----
Neversink Hydro Station, Neversink, NY -- Neversink Reservoir Aqueduct Tunnel (100%)	Water	20.5
Dashville Hydro Station, Rifton, NY -- Wallkill River (100%)	Water	5.25
Sturgeon Pool Hydro Station, Rifton, NY -- Wallkill River (100%)	Water	15.75
Groveville Mills Hydro Station, Beacon, NY - Fishkill Creek (100%)	Water	0.8
High Falls Hydro Station, High Falls, NY -- Rondout Creek (100%)	Water	3.25
Coxsackie Gas Turbine, Coxsackie, New York (100%)	kerosene or	19.6

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	natural gas	
South Cairo Gas Turbine, Cairo, New York (100%)	kerosene	15.6
	TOTAL	80.75

As of December 31, 2003, Central Hudson's electric transmission and distribution systems were comprised of 86 substations with a rated transformer capacity of approximately 4.5 million kVA, approximately 618 pole miles of overhead transmission lines, approximately 4.2 trench miles of underground transmission lines, approximately 7,694 circuit miles of overhead distribution lines and approximately 1,338 cable miles of underground distribution cables. Only a part of such transmission and distribution lines is located on property owned by Central Hudson. Central Hudson delivers electricity to approximately 286,000 customers. The electric system of Central Hudson is directly interconnected with other electric utility systems in New York, Connecticut, and New Jersey, and indirectly interconnected with most of the electric utility systems in the United States. Transmission Circuit Miles include: 345, 115 and 69 kV. Distribution Circuit Miles include: 34.5, 14.4, 13.2, 4.8 and 4.16 kV. The transformer kVA

(3)

value is the summation of transformers' top nameplate ratings; the summation of Summer Normal ratings would be higher. Generator step-up transformers are included; spare transformers and generation station auxiliary transformers are excluded.

Natural gas is delivered by transmission pipeline to Central Hudson at four locations: the Cedar Hill (NY) Gate Station interconnection with Tennessee Gas Pipeline Company ("Tennessee"), the Pleasant Valley (NY) Gate Station interconnection with Iroquois Gas Transmission System, L.P., the Mahopac (NY) Gate Station interconnection with Duke Energy Gas Transmission Company and the Tuxedo (NY) Gate Station interconnection with Columbia Gas Transmission Company ("Columbia"). Central Hudson is also interconnected with New York State Electric & Gas Corporation ("NYSEG") at two locations: natural gas is normally received from NYSEG at Hamptonburg (NY) and delivered to NYSEG at Walden (NY). Natural gas is distributed to approximately 68,000 industrial, commercial and residential customers through a network of 161 miles of transmission pipeline and 1,051 miles of distribution mains. Central Hudson owns and operates propane-air injection peaking facilities at Poughkeepsie and Newburgh, NY which are each nominally rated at 8,000 dekatherms per day of injection capability into the distribution system. In addition, Central Hudson has entered into long-term contracts with National Fuel Gas Corporation, Columbia, Tennessee, Texas Eastern and Dominion Transmission Corporations for a maximum total of 3.3 BCF of storage, located in various fields in the eastern United States.

3. THE FOLLOWING INFORMATION FOR THE LAST CALENDAR YEAR WITH RESPECT TO CLAIMANT AND EACH OF ITS SUBSIDIARY PUBLIC UTILITY COMPANIES:

The following responses are as of December 31, 2003:

Claimant and its subsidiaries, other than Central Hudson, are not "public utility companies" for the purposes of the Act.

(a) NUMBER OF KWH. OF ELECTRIC ENERGY SOLD (AT RETAIL OR WHOLESALE), AND MCF. OF NATURAL OR MANUFACTURED GAS DISTRIBUTED AT RETAIL.

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	Electric (Kwhrs.) -----	Gas (Mcf.) -----
Claimant	None	None
Central Hudson Retail:	4,465,923,762	10,733,639
Wholesale:	260,747,755	152,803

(b) NUMBER OF KWH. OF ELECTRIC ENERGY AND MCF. OF NATURAL OR MANUFACTURED GAS DISTRIBUTED AT RETAIL OUTSIDE THE STATE IN WHICH EACH SUCH COMPANY IS ORGANIZED.

(4)

	Electric (Kwhrs.) -----	Gas (Mcf.) -----
Claimant	None	None
Central Hudson	None	None

(c) NUMBER OF KWH. OF ELECTRIC ENERGY AND MCF. OF NATURAL OR MANUFACTURED GAS SOLD AT WHOLESALE OUTSIDE THE STATE IN WHICH EACH SUCH COMPANY IS ORGANIZED, OR AT THE STATE LINE.

	Electric (Kwhrs.) -----	Gas (Mcf.) -----
Claimant	None	None
Central Hudson	None	None

(d) NUMBER OF KWH. OF ELECTRIC ENERGY AND MCF. OF NATURAL OR MANUFACTURED GAS PURCHASED OUTSIDE THE STATE IN WHICH EACH SUCH COMPANY IS ORGANIZED OR AT THE STATE LINE.

	Electric (Kwhrs.) -----	Gas (Mcf.) -----
Claimant	None	None
Central Hudson	None	11,081,776

4. THE FOLLOWING INFORMATION FOR THE REPORTING PERIOD WITH RESPECT TO CLAIMANT AND EACH INTEREST IT HOLDS DIRECTLY OR INDIRECTLY IN AN EWG OR A FOREIGN UTILITY COMPANY, STATING MONETARY AMOUNTS IN UNITED STATES DOLLARS:

(a) NAME, LOCATION, BUSINESS ADDRESS AND DESCRIPTION OF THE FACILITIES USED BY THE EWG OR FOREIGN UTILITY COMPANY FOR THE GENERATION, TRANSMISSION AND DISTRIBUTION OF ELECTRIC ENERGY FOR SALE OR FOR THE DISTRIBUTION AT RETAIL OF NATURAL OR MANUFACTURED GAS:

None.

(b) NAME OF EACH SYSTEM COMPANY THAT HOLDS AN INTEREST IN SUCH EWG OR FOREIGN UTILITY COMPANY; AND DESCRIPTION OF THE INTEREST HELD.

None.

(c) TYPE AND AMOUNT OF CAPITAL INVESTED, DIRECTLY OR INDIRECTLY, BY THE HOLDING COMPANY CLAIMING EXEMPTION; ANY DIRECT OR INDIRECT GUARANTEE OF THE SECURITY OF THE EWG OR FOREIGN UTILITY COMPANY BY

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(5)

THE HOLDING COMPANY CLAIMING EXEMPTION; AND ANY DEBT OR OTHER FINANCIAL OBLIGATION FOR WHICH THERE IS RECOURSE, DIRECTLY OR INDIRECTLY, TO THE HOLDING COMPANY CLAIMING EXEMPTION OR ANOTHER SYSTEM COMPANY, OTHER THAN THE EWG OR FOREIGN UTILITY COMPANY.

At December 31, 2003, Claimant had following capital invested in the EWG:

Debt: \$ -0-  
Equity: \$ -0-

(d) CAPITALIZATION AND EARNINGS OF THE EWG OR FOREIGN UTILITY COMPANY DURING THE REPORTING PERIOD.

None.

(e) IDENTIFY ANY SERVICE, SALES OR CONSTRUCTION CONTRACT(S) BETWEEN THE EWG OR FOREIGN UTILITY COMPANY AND A SYSTEM COMPANY, AND DESCRIBE THE SERVICES TO BE RENDERED OR GOODS SOLD AND FEES OR REVENUES UNDER SUCH AGREEMENT(S).

None.

(6)

EXHIBIT A.

A CONSOLIDATING STATEMENT OF INCOME AND SURPLUS OF THE CLAIMANT AND ITS SUBSIDIARY COMPANIES FOR THE LAST CALENDAR YEAR, TOGETHER WITH A CONSOLIDATING BALANCE SHEET OF CLAIMANT AND ITS SUBSIDIARY COMPANIES AS OF THE CLOSE OF SUCH CALENDAR YEAR.

The consolidating financial statements, as of December 31, 2003, are attached hereto as Exhibit A.

EXHIBIT B.

AN ORGANIZATIONAL CHART SHOWING THE RELATIONSHIP OF EACH EWG OR FOREIGN UTILITY COMPANY TO ASSOCIATE COMPANIES IN THE HOLDING-COMPANY SYSTEM.

The Organizational Chart, as of December 31, 2003, is attached hereto as Exhibit B.

(7)

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on the 24th day of February 2004.

CH ENERGY GROUP, INC.

By: /s/ Steven V. Lant

-----  
Steven V. Lant  
President and Chief Executive Officer

Corporate Seal

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Attest:

/s/ Lincoln E. Blevians

-----  
 Lincoln E. Blevians  
 Secretary and Assistant Treasurer

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

Steven V. Lant  
 President and Chief Executive Officer  
 CH Energy Group, Inc.  
 284 South Avenue  
 Poughkeepsie, New York 12601-4879

(8)

EXHIBIT A

Consolidating Financial Statements of CH Energy Group, Inc.  
 as of December 31, 2003

Note: The Consolidating Financial Statements must show the consolidation with all of the subsidiaries' financial statements as of 12/31/2003.

(i)

Exhibit A

CH ENERGY GROUP, INC.  
 Consolidated Income Statement  
 Twelve Months Ending December 31, 2003

	Holding Company CH Energy Group, Inc -----	Consolidated Central Hudson -----	Consolidated CH Enterprises Corporation -----	R
Operating Revenues				
Electric	0	451,534,736		
Natural Gas	0	122,652,470		
Other		0	228,036,170	
	-----			
Total - own territory	0	574,187,206	228,036,170	
Revenues from Electric sales to other utilities	0	5,860,333		
Revenues from Nat. Gas sales to other utilities	0	653,588		
	-----			
	0	580,701,127	228,036,170	
	-----			

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Operating Expenses

Operation:			
Fuel Used in electric generation	0	841,039	0
Purchased electricity	0	267,916,310	0
Purchased petroleum		0	146,044,628
Purchased natural gas	0	76,451,785	12,314,937
Other expenses of operation	0	82,081,644	56,195,360
Maintenance	0	25,023,283	0
Depreciation and amortization	0	27,274,846	6,336,308
Taxes, other than income tax	0	31,725,449	230,606
Federal/State income tax	0	(5,945,000)	1,800,879
Deferred income tax	0	31,423,000	0

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	0	536,792,356	222,922,718
--	---	-------------	-------------

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Operating Income	0	43,908,771	5,113,452
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Other Income and Deductions

Equity Earnings-Subscos.	40,716,552	(236)	0
Allow. for equity funds used during constr.	0	436,127	0
Federal/State income tax	(1,261,335)	1,243,000	(391,500)
Deferred income tax - credit	0	(2,746,400)	0
Other income	4,887,980	0	0
Other - net	(358,697)	17,998,530	969,007

---

	43,984,500	16,931,021	577,507
--	------------	------------	---------

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Income Before Interest Charges	43,984,500	60,839,792	5,690,959
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Interest and Other Charges

Interest on mortgage bonds	0	570,083	
Interest on other long-term debt	0	10,698,755	
Interest on short-term debt	0	100,988	
Other interest	0	9,726,511	2,462,208
Allowance for borrowed funds used during construction	0	(290,752)	
Amortization of premium & exp on debt	0	1,158,953	
Dividends on Preferred Stock		1,387,450	

---

	0	23,351,988	2,462,208
--	---	------------	-----------

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Net Income (Loss) fr. continuing operations	43,984,500	37,487,804	3,228,751
Net Loss fr. discontinued operations			0
Gain on disposal of discontinued operations			0
Net Income (Loss)	43,984,500	37,487,804	3,228,751

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Income Avail for Common Stock	43,984,500	37,487,804	3,228,751
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Dividends Declared on Common Stock	34,093,116		
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Balance Retained in the Business 9,891,384

Exhibit A

C H Energy Group, Inc.  
Consolidated Balance Sheet  
December 31, 2003

ASSETS	Holding Company C H Energy Group, Inc.	Consolidated Central Hudson	C H E Con
Utility Plant			
Electric		\$ 656,192,406	
Gas		199,221,122	
Common		104,531,688	
	0	959,945,216	
Less: Accumulated Depreciation		309,207,946	
	0	650,737,270	
Construction Work in Progress		56,764,490	
Net Utility Plant	0	707,501,760	
Other Property and Plant	71,283	964,704	20
Intangible Assets	0	0	81
Current Assets:			
Cash	11,847,991	2,328,127	4
Cash Equivalents	97,121,198	10,392,024	
Temporary Cash Investments			
Other		4,968,237	
Accounts Receivable from Customers	2,536	37,486,746	23
Accounts Receivable - Affiliates	210,156	402,610	
Accrued Unbilled Utility Revenues		7,617,959	
Other Receivables	0	9,163,144	3
Materials & Supplies:			
Fuel		10,306,513	
Construction & Operation		5,851,939	3
Fair Value of Derivatives - Current		722,158	
Prepayments	171,500	9,245,516	2



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Total Current Assets	109,353,381	98,484,973	37
Other Investments	0	3,693,041	
Partnership Interest			4
Investment in CHG&E	268,094,877	0	
Investments in C H Services	118,347,960	0	
	-----	-----	-----
Total Other Investments	386,442,837	3,693,041	4
Deferred Charges and Other Assets			
Regulatory Assets - Related to Pension Plan		124,209,664	
Intangible Assets Related to Pension Plan		24,447,185	
Regulatory Assets		67,474,359	
Fair Value of Derivatives		0	
Deferred Debits		3,911,247	
Prelim Survey & Investigation (A/C 183)		0	
Clearing Accounts (A/C 184)		495,910	
Unamortized Deferred Expense (A/C 181)		3,901,095	
Other Assets		0	5
	-----	-----	-----
	0	224,439,460	5
	-----	-----	-----
Accumulated Deferred Income Tax (Net)		0	2
	-----	-----	-----
Partnerships			
Long Term Receivable from Affiliate			
	-----	-----	-----
Total Assets	\$495,867,501	\$1,035,083,938	\$152
	=====	=====	=====

	ASSETS	Eliminations	Reclassifications
	-----	-----	-----
Utility Plant			
Electric			\$
Gas			
Common			
	-----	-----	-----
	0	0	
Less: Accumulated Depreciation			
	-----	-----	-----
	0	0	
Construction Work in Progress			
	-----	-----	-----
Net Utility Plant	0	0	
	-----	-----	-----
Other Property and Plant			

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Intangible Assets		
Current Assets:		
Cash		
Cash Equivalents		
Temporary Cash Investments		
Other		(4,968,237)
Accounts Receivable from Customers		
Accounts Receivable - Affiliates	(612,766)	
Accrued Unbilled Utility Revenues		
Other Receivables		
Materials & Supplies:		
Fuel		
Construction & Operation		
Fair Value of Derivatives - Current		
Prepayments	0	11,405,893
	(612,766)	6,437,656
Total Current Assets		
Other Investments		(3,693,041)
Partnership Interest		(4,409,035)
Investment in CHG&E	(427,159,389)	
Investments in C H Services	40,716,552	0
Total Other Investments	(386,442,837)	(8,102,076)
Deferred Charges and Other Assets		
Regulatory Assets - Related to Pension Plan		
Intangible Assets Related to Pension Plan		
Regulatory Assets		
Fair Value of Derivatives		
Deferred Debits		(3,911,247)
Prelim Survey & Investigation (A/C 183)		
Clearing Accounts (A/C 184)		(495,910)
Unamortized Deferred Expense (A/C 181)		
Other Assets		12,509,233
	0	8,102,076
Accumulated Deferred Income Tax (Net)	(2,138,027)	0
Partnerships		
Long Term Receivable from Affiliate	0	0
Total Assets	(\$389,193,630)	\$6,437,656

C H Energy Group, Inc.  
Consolidated Balance Sheet  
December 31, 2003

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CAPITALIZATION and LIABILITIES -----	Holding Company C H Energy Group, Inc. -----	Consolidated Central Hudson -----	C H C
Capitalization			
Common Stock	\$ 1,686,209	\$ 84,310,435	\$
Paid in Capital	351,201,544	174,979,688	
Retained Earnings - Brought Forward	179,394,625	13,465,629	
Other Comprehensive Income	0		
Treasury Stock	(46,252,121)		
Capital Stock Expense - Preferred		(4,960,934)	
	-----	-----	
Total Shareholder's Equity	486,030,257	267,794,818	
	-----	-----	
Cumulative Preferred Stock			
Not Subject to Mandatory Redemption		21,030,000	
Subject to Mandatory Redemption		0	
	-----	-----	
	0	21,030,000	
	-----	-----	
Long Term Debt		278,950,000	
Unamortized Premium & Discount on Debt		(70,357)	
Long Term Debt to Affiliate			
	-----	-----	
	0	278,879,643	
	-----	-----	
	486,030,257	567,704,461	
	-----	-----	
Current Liabilities			
Current Maturities of Long-term Debt		15,000,000	
Notes Payable		16,000,000	
Accounts Payable	31,625	33,069,061	
Accounts Payable - CH Energy Group, Inc.		14,909	
Accounts Payable - FIT - CHG&E	6,866,054	(6,866,054)	
Accounts Payable - FIT - CH Enterprises	(619,452)		
Accounts Payable - NYS - CHG&E	1,423,483	(1,423,483)	
Accounts Payable - NYS - CH Enterprises	(50,401)		
Accounts Payable to Affiliates / Parent	112,120		
Accrued FIT - CHG&E	(8,372,668)		
Accrued FIT - CH Enterprises	3,674,893		
Accrued NYS - CHG&E	(1,555,576)		
Accrued NYS - CH Enterprises	1,171,126		
Accrued Taxes - FIT	(2,343,312)		
Accrued Taxes - NYS	899,574		
Accrued Taxes - Other	88,298		
Accrued Interest		4,273,971	
Accrued Vacation		3,904,100	
Customer Deposits		5,689,653	
Dividends Payable - Preferred		242,488	
Dividends Payable - Common	8,511,480		

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Other		8,006,687	
	-----	-----	
Total Current Liabilities	9,837,244	77,911,332	
	-----	-----	
Deferred Credits & Other Liabilities			
Customer Advance for Construction		151,494	
Other Deferred Credits (A/C 253)		62,095,180	
Regulatory Liabilities (A/C 254)		228,058,069	
Miscellaneous Reserves		5,042,980	
Other			
	-----	-----	
	0	295,347,723	
	-----	-----	
Accumulated Deferred Income Tax (Net)	0	94,120,422	
	-----	-----	
Total Liabilities	\$495,867,501	\$1,035,083,938	\$
	=====	=====	=====

	Eliminations	Reclassifications	Consolidated C H Energy Group,
CAPITALIZATION and LIABILITIES	-----	-----	-----
Capitalization			
Common Stock	\$ 91,540,435		\$ 1,6
Paid in Capital	217,857,677		351,2
Retained Earnings - Brought Forward	24,677,577		179,3
Other Comprehensive Income			(3
Treasury Stock			(46,2
Capital Stock Expense - Preferred	(4,632,842)		(3
	-----	-----	-----
Total Shareholder's Equity	329,442,847	0	485,4
	-----	-----	-----
Cumulative Preferred Stock			
Not Subject to Mandatory Redemption			21,0
Subject to Mandatory Redemption			
	-----	-----	-----
	0	0	21,0
	-----	-----	-----
Long Term Debt			278,9
Unamortized Premium & Discount on Debt			(
Long Term Debt to Affiliate	57,000,000		
	-----	-----	-----
	57,000,000	0	278,8
	-----	-----	-----
	386,442,847	0	785,3
	-----	-----	-----

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Current Liabilities			
Current Maturities of Long-term Debt			15,0
Notes Payable			16,0
Accounts Payable			40,6
Accounts Payable - CH Energy Group, Inc.	210,155		
Accounts Payable - FIT - CHG&E	0		
Accounts Payable - FIT - CH Enterprises	0		
Accounts Payable - NYS - CHG&E	0		
Accounts Payable - NYS - CH Enterprises	0		
Accounts Payable to Affiliates / Parent	402,610		
Accrued FIT - CHG&E		8,372,668	
Accrued FIT - CH Enterprises		(3,674,893)	
Accrued NYS - CHG&E		1,555,576	
Accrued NYS - CH Enterprises		(1,171,126)	
Accrued Taxes - FIT		2,343,312	
Accrued Taxes - NYS		(899,574)	
Accrued Taxes - Other	(9)	(88,307)	
Accrued Interest			4,2
Accrued Vacation			3,9
Customer Deposits			5,6
Dividends Payable - Preferred			2
Dividends Payable - Common			8,5
Other			25,7
	-----	-----	-----
Total Current Liabilities	612,756	6,437,656	120,0
	-----	-----	-----
Deferred Credits & Other Liabilities			
Customer Advance for Construction			1
Other Deferred Credits (A/C 253)			62,0
Regulatory Liabilities (A/C 254)			228,0
Miscellaneous Reserves			5,0
Other			3,7
	-----	-----	-----
	0	0	299,0
	-----	-----	-----
Accumulated Deferred Income Tax (Net)	2,138,027	0	96,0
	-----	-----	-----
Total Liabilities	\$389,193,630	\$6,437,656	\$1,300,4
	=====	=====	=====

Exhibit A

Central Hudson Enterprises Corporation  
(A wholly owned subsidiary of CH Energy Group, Inc.)  
Consolidating Income Statement  
12 Months Ending December 31, 2003

Unconsolidated		
-----	-----	-----
CHEC	SCASCO	Griffith
-----	-----	-----

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Revenues	\$ 1,175,454	\$ 42,833,459	\$ 184,027,257
	-----		
Total Revenues	1,175,454	42,833,459	184,027,257
Costs of Goods Sold	742,007	31,137,542	133,262,304
	-----		
Gross Profit	433,447	11,695,917	50,764,953
Other Income (Expense):			
Equity in Parts. Income and Subs	3,694,337	--	--
Interest Income	15,111		16,054
Interest Expense	(119,475)	(401,983)	(1,800,277)
Other Taxes	--	--	--
Loss on the sale of assets	(20,195)	(106,387)	11,490
Management Fees	169,017	--	--
Other Income	1,444	236,297	181,022
	-----		
Total Other Income	3,740,239	(272,073)	(1,591,711)
Expenses:			
Operating Expenses	--	7,422,233	29,820,572
Employee Costs	275,533	505,213	2,637,889
Professional Fees	215,567	338,941	919,053
Marketing and Selling	--	414,186	2,690,157
Management Fees	103,294	434,777	1,816,667
Office Rent, Utilities, Supplies	28,283	--	--
Insurance and Employee Benefits	180,922	127,318	863,857
Depreciation and Amortization Exp	39,283	1,532,320	4,764,705
General and Administrative	--	105,851	1,487,011
Payroll Taxes	12,381	--	--
Allowance for Doubtful Accounts	(219,568)	--	--
Travel Expenses	3,636	--	--
	-----		
Total Other Expenses	639,331	10,880,839	44,999,911
Income before Prov. for Income Taxes	3,534,355	543,005	4,173,331
Income Taxes	305,604	217,560	1,669,215
	-----		
Net Income	3,228,751	325,445	2,504,116
Retained Earnings at Beginning	7,983,197	193,656	2,712,496
	-----		
Retained Earnings at End	\$ 11,211,948	\$ 519,101	\$ 5,216,612
	=====		

Eliminations/Reclassifications

	-----	-----	-----
	CHEC	SCASCO	Griffith
	-----	-----	-----
Revenues	\$ --	\$ --	\$ --

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Total Revenues	--	--	--
Costs of Goods Sold	(140,473)		
Gross Profit	140,473	--	--
Other Income (Expense):			
Equity in Parts. Income and Subs	(2,829,561)		
Interest Income			
Interest Expense	(140,473)		
Other Taxes		(66,066)	(164,540)
Loss on the sale of assets			
Management Fees	(169,017)		
Other Income			
Total Other Income	(3,139,051)	(66,066)	(164,540)
Expenses:			
Operating Expenses		(222,502)	(117,593)
Employee Costs			
Professional Fees			
Marketing and Selling			
Management Fees			
Office Rent, Utilities, Supplies			
Insurance and Employee Benefits			
Depreciation and Amortization Exp			
General and Administrative		(12,581)	(46,947)
Payroll Taxes			
Allowance for Doubtful Accounts			
Travel Expenses			
Total Other Expenses	--	(235,083)	(164,540)
Income before Prov. for Income Taxes	(2,998,578)	169,017	--
Income Taxes			
Net Income	(2,998,578)	169,017	--
Retained Earnings at Beginning		(193,656)	(2,712,496)
Retained Earnings at End	\$ (2,998,578)	\$ (24,639)	\$ (2,712,496)

	Consolidated		
	CHEC	SCASCO	Griffith
Revenues	\$ 1,175,454	\$ 42,833,459	\$ 184,027,257
Total Revenues	1,175,454	42,833,459	184,027,257
Costs of Goods Sold	601,534	31,137,542	133,262,304

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Gross Profit	573,920	11,695,917	50,764,953
Other Income (Expense):			
Equity in Parts. Income and Subs	864,776	--	--
Interest Income	15,111	--	16,054
Interest Expense	(259,948)	(401,983)	(1,800,277)
Other Taxes	--	(66,066)	(164,540)
Loss on the sale of assets	(20,195)	(106,387)	11,490
Management Fees	--	--	--
Other Income	1,444	236,297	181,022
Total Other Income	601,188	(338,139)	(1,756,251)
Expenses:			
Operating Expenses	--	7,199,731	29,702,979
Employee Costs	275,533	505,213	2,637,889
Professional Fees	215,567	338,941	919,053
Marketing and Selling	--	414,186	2,690,157
Management Fees	103,294	434,777	1,816,667
Office Rent, Utilities, Supplies	28,283	--	--
Insurance and Employee Benefits	180,922	127,318	863,857
Depreciation and Amortization Exp	39,283	1,532,320	4,764,705
General and Administrative	--	93,270	1,440,064
Payroll Taxes	12,381	--	--
Allowance for Doubtful Accounts	(219,568)	--	--
Travel Expenses	3,636	--	--
Total Other Expenses	639,331	10,645,756	44,835,371
Income before Prov. for Income Taxes	535,777	712,022	4,173,331
Income Taxes	305,604	217,560	1,669,215
Net Income	230,173	494,462	2,504,116
Retained Earnings at Beginning	7,983,197	--	--
Retained Earnings at End	\$ 8,213,370	\$ 494,462	\$ 2,504,116

Exhibit A

Central Hudson Enterprises Corporation  
(A wholly owned subsidiary of CH Energy Group, Inc.)  
Consolidating Balance Sheet  
December 31, 2003

Unconsolidated Balance Sheets - December

-----  
CHEC SCASCO Griffith  
-----



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Assets

Current Assets:

Cash	\$ 670,004	\$ 1,414,860	\$ 1,335,000
Accounts receivable, less allowance for doubtful accounts	49,776	4,605,380	19,078,800
Due from affiliates	--	--	--
Notes receivable	--	--	2,044,000
Installment receivables, net	1,008,420	--	--
Inventory	--	968,039	2,720,900
Prepaid	10,577	939,786	1,688,400
Derivatives	--	--	--

Total current assets 1,738,777 7,928,065 26,867,300

Installment receivable	3,834,461	--	--
Notes receivable	51,000,000	916,083	348,200
Deferred projects	858,505	--	--
Investments in partnerships	4,409,035	--	--
Deferred income taxes	1,531,172	7,623	599,200
Due from parent-FIT	--	116,042	--
Due from parent-NYSIT	--	--	--
Fixed assets, net	--	5,850,196	14,702,800
Intangibles, net	--	9,418,964	72,561,200
Investments in subsidiaries	58,659,045	--	--

Total non current assets 120,292,218 16,308,908 88,211,500

Total assets \$ 122,030,995 \$ 24,236,973 \$115,078,900

Liabilities and shareholder's equity

Current liabilities:

Accounts payable	\$ 15,062	\$ 1,170,872	\$ 5,588,900
Accrued expenses	3,407,722	1,409,185	4,817,900
Deferred revenue	--	1,537,576	6,660,100
Due to affiliates	--	--	--
Due to parent-FIT	491,966	84,038	159,400
Due to parent-NYSIT	50,401	--	--
Due to parent	20,580	29,167	145,500
Due to CHG&E	92,434	50,333	147,700
Deferred income taxes	--	35,422	4,030,300

Total current liabilities 4,078,165 4,316,593 21,550,100

Notes Payable - Banks	--	--	--
Other liabilities	--	--	3,744,300
Notes Payable - Affiliated Companies	57,000,000	7,500,000	43,500,000

Total liabilities 61,078,165 11,816,593 68,794,500

Shareholder's equity:

Capital stock	7,230,000	1,165	--
Additional paid-in capital	42,906,009	17,148,835	40,500,000
Retained earnings	11,211,948	626,037	5,784,300
Treasury stock	--	(5,400,000)	--

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Shareholder's equity before other comprehensive income	61,347,957	12,376,037	46,284,3
Other comprehensive income	(395,127)	44,343	
<b>Total shareholder's equity</b>	<b>60,952,830</b>	<b>12,420,380</b>	<b>46,284,3</b>
<b>Total liabilities and shareholder's equity</b>	<b>\$ 122,030,995</b>	<b>\$ 24,236,973</b>	<b>\$115,078,9</b>
		Eliminations/Reclassifications	
	CHEC	SCASCO	Griffith
<b>Assets</b>			
<b>Current Assets:</b>			
Cash			\$ 725,4
Accounts receivable, less allowance for doubtful accounts			
Due from affiliates	--	--	
Notes receivable			
Installment receivables, net			
Inventory			
Prepaid	\$ --	\$ (85,662)	\$ (61,1
Derivatives		85,662	61,1
<b>Total current assets</b>	--	--	725,4
Installment receivable			
Notes receivable	(51,000,000)		
Deferred projects			
Investments in partnerships			
Deferred income taxes			
Due from parent-FIT		(116,042)	
Due from parent-NYSIT			
Fixed assets, net			
Intangibles, net			
Investments in subsidiaries	(58,659,045)		
<b>Total non current assets</b>	<b>(109,659,045)</b>	<b>(116,042)</b>	
<b>Total assets</b>	<b>\$ (109,659,045)</b>	<b>\$ (116,042)</b>	<b>\$ 725,4</b>
<b>Liabilities and shareholder's equity</b>			
<b>Current liabilities:</b>			
Accounts payable	\$ --	\$ 1,376	\$ 725,4
Accrued expenses		(7,054)	(36,7
Deferred revenue			
Due to affiliates	--	--	
Due to parent-FIT		(116,042)	
Due to parent-NYSIT			
Due to parent		(1)	
Due to CHG&E			
Deferred income taxes			

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Total current liabilities	--	(121,721)	688,7
Notes Payable - Banks			
Other liabilities			
Notes Payable - Affiliated Companies		(7,500,000)	(43,500,0
Total liabilities	--	(7,621,721)	(42,811,2
Shareholder's equity:			
Capital stock		(1,165)	(
Additional paid-in capital		(17,148,835)	(40,500,0
Retained earnings		(626,037)	(5,784,3
Treasury stock		5,400,000	
Shareholder's equity before other comprehensive income	--	(12,376,037)	(46,284,3
Other comprehensive income		7,054	36,7
Total shareholder's equity	--	(12,368,983)	(46,247,6
Total liabilities and shareholder's equity	\$ --	\$ (19,990,704)	\$ (89,058,9

	Consolidated		
	CHEC	SCASCO	Griffith
Assets			
Current Assets:			
Cash	\$ 670,004	\$ 1,414,860	\$ 2,060,4
Accounts receivable, less allowance for doubtful accounts	49,776	4,605,380	19,078,8
Due from affiliates	--	--	
Notes receivable	--	--	2,044,0
Installment receivables, net	1,008,420	--	
Inventory	--	968,039	2,720,9
Prepaid	10,577	854,124	1,627,2
Derivatives	--	85,662	61,1
Total current assets	1,738,777	7,928,065	27,592,7
Installment receivable	3,834,461	--	
Notes receivable	--	916,083	348,2
Deferred projects	858,505	--	
Investments in partnerships	4,409,035	--	
Deferred income taxes	1,531,172	7,623	599,2
Due from parent-FIT	--	--	
Due from parent-NYSIT	--	--	
Fixed assets, net	--	5,850,196	14,702,8
Intangibles, net	--	9,418,964	72,561,2
Investments in subsidiaries	--	--	

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Total non current assets	10,633,173	16,192,866	88,211,5
<hr/>			
Total assets	\$ 12,371,950	\$ 24,120,931	\$115,804,3
<hr/>			
Liabilities and shareholder's equity			
Current liabilities:			
Accounts payable	\$ 15,062	\$ 1,172,248	\$ 6,314,3
Accrued expenses	3,407,722	1,402,131	4,781,2
Deferred revenue	--	1,537,576	6,660,1
Due to affiliates	--	--	
Due to parent-FIT	491,966	(32,004)	159,4
Due to parent-NYSIT	50,401	--	
Due to parent	20,580	29,166	145,5
Due to CHG&E	92,434	50,333	147,7
Deferred income taxes	--	35,422	4,030,3
<hr/>			
Total current liabilities	4,078,165	4,194,872	22,238,8
<hr/>			
Notes Payable - Banks	--	--	
Other liabilities	--	--	3,744,3
Notes Payable - Affiliated Companies	57,000,000	--	
<hr/>			
Total liabilities	61,078,165	4,194,872	25,983,2
<hr/>			
Shareholder's equity:			
Capital stock	7,230,000	--	
Additional paid-in capital	42,906,009	--	
Retained earnings	11,211,948	--	
Treasury stock	--	--	
<hr/>			
Shareholder's equity before other comprehensive income	61,347,957	--	
Other comprehensive income	(395,127)	51,397	36,7
<hr/>			
Total shareholder's equity	60,952,830	51,397	36,7
<hr/>			
Total liabilities and shareholder's equity	\$ 122,030,995	\$ 4,246,269	\$ 26,019,9
<hr/>			

EXHIBIT B

Organization Chart  
(as of December 31, 2003)

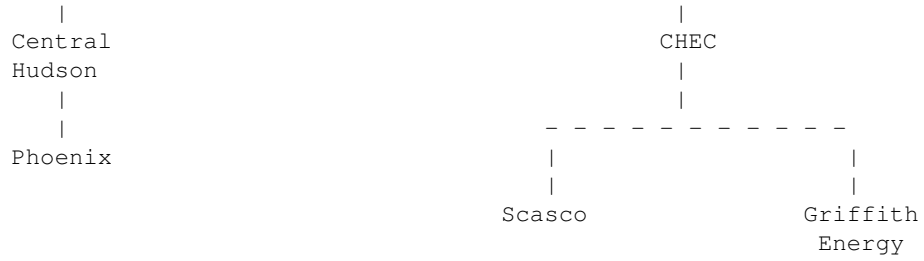
Reference is made to Items 1 and 4 of this Form U-3A-2 for a description of the companies in Claimant's Holding Company System. Claimant, directly or indirectly, owns 100% of all affiliated companies.

Claimant

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(ii)

"11%" valign="top" style="padding:0in 0in 0in 0in;width:11.74%;">

United Kingdom

Holding Company

3160 Solihull Parkway, Park Square, Birmingham Business Park, Birmingham, England

HeidelbergCement UK Holding Limited

Hanson Limited

United Kingdom

Holding Company

1, Grosvenor Place, London SW1X 7JH, England

Lehigh UK Limited

HeidelbergCement UK Holding II Limited

United Kingdom

Holding Company

3160 Solihull Parkway, Park Square, Birmingham Business Park, Birmingham, England

Hanson Limited

## CUSIP No. 90333L102

Lehigh B.V.	Netherlands	Holding Company	Sint Teunislaan 1, Gebouw Cementrum, 5231 BS s'Hertogenbosch, Netherlands	HeidelbergCement UK Holding II Limited
Lehigh Hanson, Inc. (f/k/a Heidelberg Cement, Inc.)	Delaware	Holding Company	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062	Lehigh B.V.
Hanson Devon Limited	Ireland	Holding Company	WIL House, Shannon Business Park, Shannon, County Clare, Republic of Ireland	Lehigh Hanson, Inc. (f/k/a Heidelberg Cement, Inc.)
Essex NA Holdings LLC	Delaware	Holding Company	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062	Hanson Devon Limited
HNA Investments	Delaware	Holding Company	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062	Hanson Devon Limited 99% Essex NA Holdings LLC 1%
HBMA Holdings LLC	Delaware	Holding Company	300 East John Carpenter Freeway Suite 1645 Irving, Texas 75062	HNA Investments

CUSIP No. 90333L102

Annex B to the Schedule 13D is hereby amended and restated to read in its entirety as follows:

ANNEX B

**Managers and Executive Officers of HBMA Holdings LLC**

The name, present positions with HBMA, present principal occupation or employment and business address of each of the managers and executive officers of HBMA Holdings LLC are set forth below. All persons named in the table below are citizens of the United States.

<b>Name</b>	<b>Positions with HBMA</b>	<b>Present Principal Occupation or Employment</b>	<b>Business Address</b>
James K. Kitzmiller	Manager and President	President and Chief Executive Officer, Lehigh Hanson, Inc.(1)	8505 Freeport Parkway Irving, Texas 75063
Michael H. Hyer	Manager, Vice President and Secretary	Vice President General Counsel, Lehigh Hanson, Inc.(1)	300 East John Carpenter Freeway, Suite 1645 Irving, Texas 75062
Timothy W. McHugh	Manager and Vice President	Vice President, Chief Financial Officer, Lehigh Hanson, Inc.	8505 Freeport Parkway Irving, Texas 75063
Robert Creveling	Treasurer	Treasurer, Lehigh Hanson, Inc.(1)	8505 Freeport Parkway Irving, Texas 75063

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(1)HBMA Holdings LLC is a downstream subsidiary of Lehigh Hanson, Inc.



CUSIP No. 90333L102

Annex C to the Schedule 13D is hereby amended and restated to read in its entirety as follows:

ANNEX C

**Members of the Merckle Family**

The name, present principal occupation or employment and business address of each of the members of the Merckle Family are set forth below. All persons named in the table below are citizens of the Federal Republic of Germany.

<b>Name</b>	<b>Present Principal Occupation or Positions with HBMA</b>	<b>Employment Business Address</b>
Ruth Merckle	Physiotherapist	Graf-Arco-Straße 3, 89079 Ulm, Germany
Ludwig Merckle	Economist	Graf-Arco-Straße 3, 89079 Ulm, Germany
Tobias Merckle	Managing Director of the Association Prisma	Prisma e.V., Seehaus 1, 71229 Leonberg, Germany
Dr. Philipp Merckle	Member of the Supervisory Board of Gruschwitz AG, Leutkirch, Germany	Graf-Arco-Straße 3, 89079 Ulm, Germany
Jutta Breu (nee Jutta Merckle)	Commercial Employee	MTS Systems GmbH, Hohentwielsteig 3, 14163 Berlin, Germany

CUSIP No. 90333L102

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

HBMA Holdings LLC

Dated: June 3, 2009

By: /s/ Michael H. Hyer  
Name: Michael H. Hyer  
Title: **Vice President**

Dated: June 2, 2009

By: /s/ Martin Schockenhoff  
Martin Schockenhoff, Attorney-in-Fact for Ruth Merckle

Dated: June 2, 2009

By: /s/ Martin Schockenhoff  
Martin Schockenhoff, Attorney-in-Fact for Tobias Merckle

Dated: June 2, 2009

By: /s/ Martin Schockenhoff  
Martin Schockenhoff, Attorney-in-Fact for Dr. Philipp Merckle

Dated: June 2, 2009

By: /s/ Martin Schockenhoff  
Martin Schockenhoff, Attorney-in-Fact for Jutta Breu (nee Jutta Merckle)

Dated: June 2, 2009

By: /s/ Martin Schockenhoff  
Martin Schockenhoff, Attorney-in-Fact for Ludwig Merckle