

CONSOLIDATED EDISON CO OF NEW YORK INC
Form 10-Q
November 01, 2010
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United States
Securities And Exchange Commission
Washington, D.C. 20549

FORM 10-Q

x Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934
For The Quarterly Period Ended September 30, 2010

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 | Exact name of registrant as specified in its charter and principal office address and telephone number | State of Incorporation | I.R.S. Employer ID. Number |
|---------------------------|--|---------------------------|-------------------------------|
| 1-14514 | Consolidated Edison, Inc. 4 Irving Place, New York, New York 10003 (212) 460-4600 | New York | 13-3965100 |
| 1-1217 | Consolidated Edison Company of New York, Inc. 4 Irving Place, New York, New York 10003 (212) 460-4600 | New York | 13-5009340 |

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.

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| | | |
|--|---|-----------------------------|
| Consolidated Edison, Inc. (Con Edison) | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| Consolidated Edison of New York, Inc. (CECONY) | Yes <input checked="" 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).

| | | |
|------------|---|-----------------------------|
| Con Edison | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| CECONY | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

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.

| | | | |
|---|--|---|--|
| Con Edison | | | |
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| CECONY | | | |
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input checked="" type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

| | | |
|------------|------------------------------|--|
| Con Edison | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| CECONY | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

As of October 27, 2010, Con Edison had outstanding 290,536,094 Common Shares (\$.10 par value). All of the outstanding common equity of CECONY is held by Con Edison.

Filing Format

This Quarterly Report on Form 10-Q is a combined report being filed separately by two different registrants: Consolidated Edison, Inc. (Con Edison) and Consolidated Edison Company of New York, Inc. (CECONY). CECONY is a subsidiary of Con Edison and, as such, the information in this report about CECONY also applies to Con Edison. As used in this report, the term the Companies refers to Con Edison and CECONY. However, CECONY makes no representation as to the information contained in this report relating to Con Edison or the subsidiaries of Con Edison other than itself.

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Glossary of Terms

The following is a glossary of frequently used abbreviations or acronyms that are used in the Companies' SEC reports:

Con Edison Companies

| | |
|------------------------|---|
| CECONY | Consolidated Edison Company of New York, Inc. |
| Con Edison | Consolidated Edison, Inc. |
| Con Edison Development | Consolidated Edison Development, Inc. |
| Con Edison Energy | Consolidated Edison Energy, Inc. |
| Con Edison Solutions | Consolidated Edison Solutions, Inc. |
| O&R | Orange and Rockland Utilities, Inc. |
| Pike | Pike County Light & Power Company |
| RECO | Rockland Electric Company |
| Companies | Con Edison and CECONY |
| Utilities | CECONY and O&R |

Regulatory Agencies, Government Agencies, and Quasi-governmental Not-for-Profits

| | |
|---------|--|
| EPA | U. S. Environmental Protection Agency |
| FERC | Federal Energy Regulatory Commission |
| IRS | Internal Revenue Service |
| ISO-NE | ISO New England Inc. |
| NJBPU | New Jersey Board of Public Utilities |
| NJDEP | New Jersey Department of Environmental Protection |
| NYAG | New York State Attorney General |
| NYISO | New York Independent System Operator |
| NYPA | New York Power Authority |
| NYSDEC | New York State Department of Environmental Conservation |
| NYSpsc | New York State Public Service Commission |
| NYSERDA | New York State Energy Research and Development Authority |
| NYSRC | New York State Reliability Council, LLC |
| PJM | PJM Interconnection LLC |
| PAPUC | Pennsylvania Public Utility Commission |
| SEC | U. S. Securities and Exchange Commission |

Accounting

| | |
|------|---|
| ABO | Accumulated Benefit Obligation |
| ASU | Accounting Standards Update |
| FASB | Financial Accounting Standards Board |
| LILO | Lease In/Lease Out |
| OCI | Other Comprehensive Income |
| SFAS | Statement of Financial Accounting Standards |
| SSCM | Simplified service cost method |
| VIE | Variable interest entity |

Environmental

| | |
|-----------------|---|
| CO ₂ | Carbon dioxide |
| GHG | Greenhouse gases |
| MGP Sites | Manufactured gas plant sites |
| PCBs | Polychlorinated biphenyls |
| PRP | Potentially responsible party |
| SO ₂ | Sulfur dioxide |
| Superfund | Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 and similar state statutes |

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Units of Measure

| | |
|--------------------------|--|
| dths | Dekatherms |
| kV | Kilovolts |
| kWh | Kilowatt-hour |
| mdths | Thousand dekatherms |
| MMlbs | Million pounds |
| MVA | Megavolt amperes |
| MW | Megawatts or thousand kilowatts |
| MWH | Megawatt hour |
| Other | |
| AFDC | Allowance for funds used during construction |
| COSO | Committee of Sponsoring Organizations of the Treadway Commission |
| EMF | Electric and magnetic fields |
| ERRP | East River Repowering Project |
| Fitch | Fitch Ratings |
| First Quarter Form 10-Q | The Companies combined Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010 |
| Form 10-K | The Companies combined Annual Report on Form 10-K for the year ended December 31, 2009 |
| LTIP | Long Term Incentive Plan |
| Moody's | Moody's Investors Service |
| S&P | Standard & Poor's Rating Services |
| Second Quarter Form 10-Q | The Companies combined Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 |
| Third Quarter Form 10-Q | The Companies combined Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 |
| VaR | Value-at-Risk |

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Forward-Looking Statements

This report includes forward-looking statements intended to qualify for the safe-harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are statements of future expectation and not facts. Words such as expects, estimates, anticipates, intends, believes, plans, will and similar expressions identify forward-looking statements. Forward-looking statements are based on information available at the time the statements are made, and accordingly speak only as of that time. Actual results or developments might differ materially from those included in the forward-looking statements because of various factors such as those discussed under Risk Factors in Item 1A of the Form 10-K.

Table of Contents**Consolidated Edison, Inc.
Consolidated Income Statement (Unaudited)**

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|-----------------|--|-----------------|
| | 2010 | 2009 | 2010 | 2009 |
| | <i>(Millions of Dollars/Except Share Data)</i> | | | |
| OPERATING REVENUES | | | | |
| Electric | \$ 2,814 | \$ 2,604 | \$ 6,959 | \$ 6,362 |
| Gas | 229 | 208 | 1,276 | 1,430 |
| Steam | 91 | 77 | 487 | 521 |
| Non-utility | 573 | 600 | 1,463 | 1,445 |
| TOTAL OPERATING REVENUES | 3,707 | 3,489 | 10,185 | 9,758 |
| OPERATING EXPENSES | | | | |
| Purchased power | 1,425 | 1,338 | 3,708 | 3,543 |
| Fuel | 106 | 83 | 342 | 403 |
| Gas purchased for resale | 73 | 89 | 482 | 723 |
| Other operations and maintenance | 738 | 676 | 2,117 | 1,879 |
| Depreciation and amortization | 211 | 200 | 626 | 589 |
| Taxes, other than income taxes | 449 | 418 | 1,283 | 1,145 |
| TOTAL OPERATING EXPENSES | 3,002 | 2,804 | 8,558 | 8,282 |
| OPERATING INCOME | 705 | 685 | 1,627 | 1,476 |
| OTHER INCOME (DEDUCTIONS) | | | | |
| Investment and other income | 9 | 3 | 29 | 25 |
| Allowance for equity funds used during construction | 4 | 4 | 13 | 9 |
| Other deductions | (3) | (3) | (12) | (11) |
| TOTAL OTHER INCOME (DEDUCTIONS) | 10 | 4 | 30 | 23 |
| INCOME BEFORE INTEREST AND INCOME TAX EXPENSE | 715 | 689 | 1,657 | 1,499 |
| INTEREST EXPENSE | | | | |
| Interest on long-term debt | 152 | 148 | 450 | 441 |
| Other interest | 7 | 10 | 13 | 20 |
| Allowance for borrowed funds used during construction | (2) | (3) | (7) | (6) |
| NET INTEREST EXPENSE | 157 | 155 | 456 | 455 |
| INCOME BEFORE INCOME TAX EXPENSE | 558 | 534 | 1,201 | 1,044 |
| INCOME TAX EXPENSE | 205 | 195 | 433 | 369 |
| NET INCOME | 353 | 339 | 768 | 675 |
| Preferred stock dividend requirements of subsidiary | (3) | (3) | (9) | (9) |
| NET INCOME FOR COMMON STOCK | \$ 350 | \$ 336 | \$ 759 | \$ 666 |
| Net income for common stock per common share basic | \$ 1.24 | \$ 1.22 | \$ 2.69 | \$ 2.43 |
| Net income for common stock per common share diluted | \$ 1.23 | \$ 1.22 | \$ 2.68 | \$ 2.42 |
| DIVIDENDS DECLARED PER SHARE OF COMMON STOCK | \$ 0.595 | \$ 0.590 | \$ 1.785 | \$ 1.770 |
| AVERAGE NUMBER OF SHARES OUTSTANDING BASIC (IN MILLIONS) | 283.0 | 275.1 | 282.2 | 274.5 |
| AVERAGE NUMBER OF SHARES OUTSTANDING DILUTED (IN MILLIONS) | 284.6 | 276.0 | 283.7 | 275.4 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison, Inc.
Consolidated Statement of Cash Flows (Unaudited)**

| | For the Nine Months Ended September 30, | |
|---|--|----------------|
| | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | |
| OPERATING ACTIVITIES | | |
| Net Income | \$ 768 | \$ 675 |
| PRINCIPAL NON-CASH CHARGES/(CREDITS) TO INCOME | | |
| Depreciation and amortization | 626 | 589 |
| Deferred income taxes | 562 | 255 |
| Rate case amortization and accruals | 8 | (38) |
| Common equity component of allowance for funds used during construction | (13) | (9) |
| Net derivative (gains)/losses | 35 | (2) |
| Other non-cash items (net) | (19) | (39) |
| CHANGES IN ASSETS AND LIABILITIES | | |
| Accounts receivable - customers, less allowance for uncollectibles | (114) | 55 |
| Materials and supplies, including fuel oil and gas in storage | (9) | 118 |
| Other receivables and other current assets | (114) | (171) |
| Prepayments | (473) | 257 |
| Recoverable energy costs | | 102 |
| Accounts payable | (105) | (168) |
| Pensions and retiree benefits | (33) | (35) |
| Accrued taxes | 63 | (9) |
| Accrued interest | 45 | 53 |
| Deferred charges, deferred derivative losses, noncurrent assets and other regulatory assets | (472) | (9) |
| Deferred credits and other regulatory liabilities | 142 | (118) |
| Other assets | (8) | (4) |
| Other liabilities | 82 | (33) |
| NET CASH FLOWS FROM OPERATING ACTIVITIES | 971 | 1,469 |
| INVESTING ACTIVITIES | | |
| Utility construction expenditures | (1,455) | (1,524) |
| Cost of removal less salvage | (103) | (126) |
| Non-utility construction expenditures | (6) | (5) |
| Common equity component of allowance for funds used during construction | 13 | 9 |
| Purchase of additional ownership interest in Honeoye Storage Corporation | (12) | |
| NET CASH FLOWS USED IN INVESTING ACTIVITIES | (1,563) | (1,646) |
| FINANCING ACTIVITIES | | |
| Net proceeds from short-term debt | 846 | 146 |
| Retirement of long-term debt | (781) | (279) |
| Issuance of long-term debt | 870 | 750 |
| Issuance of common stock | 78 | 25 |
| Debt issuance costs | (6) | (5) |
| Common stock dividends | (468) | (450) |
| Preferred stock dividends | (9) | (9) |
| NET CASH FLOWS FROM FINANCING ACTIVITIES | 530 | 178 |
| CASH AND TEMPORARY CASH INVESTMENTS: | | |
| NET CHANGE FOR THE PERIOD | (62) | 1 |
| BALANCE AT BEGINNING OF PERIOD | 260 | 74 |
| BALANCE AT END OF PERIOD | \$ 198 | \$ 75 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid during the period for: | | |
| Interest | \$ 394 | \$ 377 |
| Income taxes | \$ 284 | \$ 4 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison, Inc.
Consolidated Balance Sheet (Unaudited)**

| | September 30, 2010 | December 31, 2009 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and temporary cash investments | \$ 198 | \$ 260 |
| Accounts receivable – customers, less allowance for uncollectible accounts of \$72 in 2010 and \$70 in 2009, respectively | 1,161 | 1,047 |
| Accrued unbilled revenue | 547 | 579 |
| Other receivables, less allowance for uncollectible accounts of \$8 and \$5 in 2010 and 2009, respectively | 503 | 379 |
| Fuel oil, gas in storage, materials and supplies, at average cost | 364 | 355 |
| Prepayments | 604 | 131 |
| Regulatory assets | 276 | 172 |
| Revenue decoupling mechanism receivable | 5 | 117 |
| Other current assets | 232 | 174 |
| TOTAL CURRENT ASSETS | 3,890 | 3,214 |
| INVESTMENTS | 391 | 385 |
| UTILITY PLANT, AT ORIGINAL COST | | |
| Electric | 19,793 | 18,645 |
| Gas | 4,180 | 3,983 |
| Steam | 2,027 | 1,935 |
| General | 1,904 | 1,866 |
| TOTAL | 27,904 | 26,429 |
| Less: Accumulated depreciation | 5,707 | 5,412 |
| Net | 22,197 | 21,017 |
| Construction work in progress | 1,223 | 1,422 |
| NET UTILITY PLANT | 23,420 | 22,439 |
| NON-UTILITY PLANT | | |
| Non-utility property, less accumulated depreciation of \$50 and \$45 in 2010 and 2009, respectively | 46 | 19 |
| Construction work in progress | 3 | 6 |
| NET PLANT | 23,469 | 22,464 |
| OTHER NONCURRENT ASSETS | | |
| Goodwill | 429 | 416 |
| Intangible assets, less accumulated amortization of \$3 and \$2 in 2010 and 2009, respectively | 3 | 4 |
| Regulatory assets | 6,981 | 7,103 |
| Other deferred charges and noncurrent assets | 289 | 258 |
| TOTAL OTHER NONCURRENT ASSETS | 7,702 | 7,781 |
| TOTAL ASSETS | \$ 35,452 | \$ 33,844 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison, Inc.
Consolidated Balance Sheet (Unaudited)**

| | September 30, 2010 | December 31, 2009 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Long-term debt due within one year | \$ 5 | \$ 731 |
| Notes payable | 846 | |
| Accounts payable | 1,068 | 1,173 |
| Customer deposits | 283 | 274 |
| Accrued taxes | 115 | 51 |
| Accrued interest | 201 | 156 |
| Accrued wages | 89 | 91 |
| Fair value of derivative liabilities | 159 | 114 |
| Other current liabilities | 381 | 350 |
| TOTAL CURRENT LIABILITIES | 3,147 | 2,940 |
| NONCURRENT LIABILITIES | | |
| Obligations under capital leases | 8 | 14 |
| Provision for injuries and damages | 172 | 168 |
| Pensions and retiree benefits | 2,826 | 3,363 |
| Superfund and other environmental costs | 239 | 212 |
| Asset retirement obligations | 127 | 122 |
| Fair value of derivative liabilities | 127 | 131 |
| Other noncurrent liabilities | 112 | 108 |
| TOTAL NONCURRENT LIABILITIES | 3,611 | 4,118 |
| DEFERRED CREDITS AND REGULATORY LIABILITIES | | |
| Deferred income taxes and investment tax credits | 6,229 | 5,609 |
| Regulatory liabilities | 931 | 829 |
| Other deferred credits | 24 | 32 |
| TOTAL DEFERRED CREDITS AND REGULATORY LIABILITIES | 7,184 | 6,470 |
| LONG-TERM DEBT | 10,667 | 9,854 |
| SHAREHOLDERS' EQUITY | | |
| Common shareholders' equity (See Statement of Shareholders' Equity) | 10,630 | 10,249 |
| Preferred stock of subsidiary | 213 | 213 |
| TOTAL SHAREHOLDERS' EQUITY | 10,843 | 10,462 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ 35,452 | \$ 33,844 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison, Inc.****Consolidated Statement of Comprehensive Income (Unaudited)**

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|---|--------|---|--------|
| | 2010 | 2009 | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | | | |
| NET INCOME | \$ 353 | \$ 339 | \$ 768 | \$ 675 |
| OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAXES | | | | |
| Pension plan liability adjustments, net of taxes of \$1 and \$4 in 2010 and \$1 and \$3 in 2009, respectively | 1 | 2 | 5 | 5 |
| Less: Reclassification adjustment for losses included in net income, net of taxes of \$0 in 2010 and \$1 and \$1 in 2009, respectively | | 1 | | 1 |
| TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAXES | 1 | 1 | 5 | 4 |
| COMPREHENSIVE INCOME | \$ 354 | \$ 340 | \$ 773 | \$ 679 |
| Preferred stock dividend requirements of subsidiary | (3) | (3) | (9) | (9) |
| COMPREHENSIVE INCOME FOR COMMON STOCK | \$ 351 | \$ 337 | \$ 764 | \$ 670 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison, Inc.****Consolidated Statement of Common Shareholders Equity (Unaudited)**

| | Common Stock | | | Retained Earnings | Treasury Stock | | Accumulated Other | | Total |
|--|--------------|--------|----------------------------|-------------------|----------------|------------|-------------------|-----------------------------|-----------|
| | Shares | Amount | Additional Paid-In Capital | | Shares | Amount | Capital Stock | Comprehensive Income/(Loss) | |
| <i>(Millions of Dollars/Except Share Data)</i> | | | | | | | | | |
| BALANCE AS OF DECEMBER 31, 2008 | 273,721,686 | \$ 29 | \$ 4,112 | \$ 6,685 | 23,210,700 | \$ (1,001) | \$ (60) | \$ (67) | \$ 9,698 |
| Net income for common stock | | | | 180 | | | | | 180 |
| Common stock dividends | | | | (162) | | | | | (162) |
| Issuance of common shares dividend reinvestment and employee stock plans | 532,533 | | 20 | | | | | | 20 |
| Other comprehensive income | | | | | | | | 1 | 1 |
| BALANCE AS OF MARCH 31, 2009 | 274,254,219 | \$ 29 | \$ 4,132 | \$ 6,703 | 23,210,700 | \$ (1,001) | \$ (60) | \$ (66) | \$ 9,737 |
| Net income for common stock | | | | 150 | | | | | 150 |
| Common stock dividends | | | | (162) | | | | | (162) |
| Issuance of common shares dividend reinvestment and employee stock plans | 584,916 | | 21 | | | | | | 21 |
| Other comprehensive income | | | | | | | | 2 | 2 |
| BALANCE AS OF JUNE 30, 2009 | 274,839,135 | \$ 29 | \$ 4,153 | \$ 6,691 | 23,210,700 | \$ (1,001) | \$ (60) | \$ (64) | \$ 9,748 |
| Net income for common stock | | | | 336 | | | | | 336 |
| Common stock dividends | | | | (162) | | | | | (162) |
| Issuance of common shares dividend reinvestment and employee stock plans | 520,041 | | 20 | | | | | | 20 |
| Other comprehensive income | | | | | | | | 1 | 1 |
| BALANCE AS OF SEPTEMBER 30, 2009 | 275,359,176 | \$ 29 | \$ 4,173 | \$ 6,865 | 23,210,700 | \$ (1,001) | \$ (60) | \$ (63) | \$ 9,943 |
| BALANCE AS OF DECEMBER 31, 2009 | 281,123,741 | \$ 30 | \$ 4,420 | \$ 6,904 | 23,210,700 | \$ (1,001) | \$ (62) | \$ (42) | \$ 10,249 |
| Net income for common stock | | | | 226 | | | | | 226 |
| Common stock dividends | | | | (167) | | | | | (167) |
| Issuance of common shares dividend reinvestment and employee stock plans | 647,731 | | 28 | | | | | | 28 |
| Other comprehensive income | | | | | | | | 3 | 3 |
| BALANCE AS OF MARCH 31, 2010 | 281,771,472 | \$ 30 | \$ 4,448 | \$ 6,963 | 23,210,700 | \$ (1,001) | \$ (62) | \$ (39) | \$ 10,339 |
| Net income for common stock | | | | 183 | | | | | 183 |
| Common stock dividends | | | | (168) | | | | | (168) |
| Issuance of common shares dividend reinvestment and employee stock plans | 555,964 | | 25 | | | | | | 25 |
| Other comprehensive income | | | | | | | | 1 | 1 |
| BALANCE AS OF JUNE 30, 2010 | 282,327,436 | \$ 30 | \$ 4,473 | \$ 6,978 | 23,210,700 | \$ (1,001) | \$ (62) | \$ (38) | \$ 10,380 |
| Net income for common stock | | | | 350 | | | | | 350 |
| Common stock dividends | | | | (168) | | | | | (168) |
| Issuance of common shares dividend reinvestment and employee stock plans | 1,487,598 | 1 | 66 | | | | | | 67 |
| Other comprehensive income | | | | | | | | 1 | 1 |
| BALANCE AS OF SEPTEMBER 30, 2010 | 283,815,034 | \$ 31 | \$ 4,539 | \$ 7,160 | 23,210,700 | \$ (1,001) | \$ (62) | \$ (37) | \$ 10,630 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison Company of New York, Inc.****Consolidated Income Statement (Unaudited)**

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|---------------|--|---------------|
| | 2010 | 2009 | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | | | |
| OPERATING REVENUES | | | | |
| Electric | \$ 2,570 | \$ 2,395 | \$ 6,402 | \$ 5,865 |
| Gas | 204 | 183 | 1,126 | 1,259 |
| Steam | 91 | 77 | 487 | 521 |
| TOTAL OPERATING REVENUES | 2,865 | 2,655 | 8,015 | 7,645 |
| OPERATING EXPENSES | | | | |
| Purchased power | 764 | 753 | 2,102 | 2,009 |
| Fuel | 105 | 83 | 343 | 404 |
| Gas purchased for resale | 63 | 76 | 408 | 618 |
| Other operations and maintenance | 637 | 573 | 1,832 | 1,606 |
| Depreciation and amortization | 198 | 188 | 586 | 554 |
| Taxes, other than income taxes | 432 | 403 | 1,232 | 1,101 |
| TOTAL OPERATING EXPENSES | 2,199 | 2,076 | 6,503 | 6,292 |
| OPERATING INCOME | 666 | 579 | 1,512 | 1,353 |
| OTHER INCOME (DEDUCTIONS) | | | | |
| Investment and other income | 5 | 8 | 23 | 23 |
| Allowance for equity funds used during construction | 3 | 3 | 10 | 8 |
| Other deductions | (2) | (3) | (11) | (10) |
| TOTAL OTHER INCOME (DEDUCTIONS) | 6 | 8 | 22 | 21 |
| INCOME BEFORE INTEREST AND INCOME TAX EXPENSE | 672 | 587 | 1,534 | 1,374 |
| INTEREST EXPENSE | | | | |
| Interest on long-term debt | 137 | 134 | 406 | 399 |
| Other interest | 5 | 11 | 13 | 19 |
| Allowance for borrowed funds used during construction | (1) | (2) | (6) | (6) |
| NET INTEREST EXPENSE | 141 | 143 | 413 | 412 |
| INCOME BEFORE INCOME TAX EXPENSE | 531 | 444 | 1,121 | 962 |
| INCOME TAX EXPENSE | 196 | 159 | 404 | 339 |
| NET INCOME | 335 | 285 | 717 | 623 |
| Preferred stock dividend requirements | (3) | (3) | (8) | (8) |
| NET INCOME FOR COMMON STOCK | \$ 332 | \$ 282 | \$ 709 | \$ 615 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison Company of New York, Inc.****Consolidated Statement of Cash Flows (Unaudited)**

| | For the Nine Months Ended September 30, | |
|---|--|----------------|
| | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | |
| OPERATING ACTIVITIES | | |
| Net income | \$ 717 | \$ 623 |
| PRINCIPAL NON-CASH CHARGES/(CREDITS) TO INCOME | | |
| Depreciation and amortization | 586 | 554 |
| Deferred income taxes | 562 | 222 |
| Rate case amortization and accruals | 8 | (38) |
| Common equity component of allowance for funds used during construction | (10) | (8) |
| Other non-cash items (net) | (96) | (46) |
| CHANGES IN ASSETS AND LIABILITIES | | |
| Accounts receivable – customers, less allowance for uncollectibles | (84) | 39 |
| Materials and supplies, including fuel oil and gas in storage | (9) | 99 |
| Other receivables and other current assets | (208) | (49) |
| Prepayments | (309) | 177 |
| Recoverable energy costs | | 127 |
| Accounts payable | (96) | (245) |
| Pensions and retiree benefits | (30) | (22) |
| Accrued taxes | 20 | (3) |
| Accrued interest | 37 | 31 |
| Deferred charges, deferred derivative losses, noncurrent assets and other regulatory assets | (374) | 2 |
| Deferred credits and other regulatory liabilities | 131 | (90) |
| Other liabilities | 93 | (47) |
| NET CASH FLOWS FROM OPERATING ACTIVITIES | 938 | 1,326 |
| INVESTING ACTIVITIES | | |
| Utility construction expenditures | (1,371) | (1,454) |
| Cost of removal less salvage | (100) | (123) |
| Common equity component of allowance for funds used during construction | 10 | 8 |
| Loan to affiliate | | 113 |
| NET CASH FLOWS USED IN INVESTING ACTIVITIES | (1,461) | (1,456) |
| FINANCING ACTIVITIES | | |
| Net proceeds from short-term debt | 832 | 174 |
| Issuance of long-term debt | 700 | 750 |
| Retirement of long-term debt | (625) | (275) |
| Debt issuance costs | (6) | (5) |
| Capital contribution by parent | 36 | |
| Dividend to parent | (502) | (489) |
| Preferred stock dividends | (8) | (8) |
| NET CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES | 427 | 147 |
| CASH AND TEMPORARY CASH INVESTMENTS: | | |
| NET CHANGE FOR THE PERIOD | (96) | 17 |
| BALANCE AT BEGINNING OF PERIOD | 131 | 37 |
| BALANCE AT END OF PERIOD | \$ 35 | \$ 54 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid during the period for: | | |
| Interest | \$ 357 | \$ 356 |
| Income taxes | \$ 263 | \$ 17 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison Company of New York, Inc.****Consolidated Balance Sheet (Unaudited)**

| | September 30, 2010 | December 31, 2009 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and temporary cash investments | \$ 35 | \$ 131 |
| Accounts receivable – customers, less allowance for uncollectible accounts of \$65 in 2010 and \$63 in 2009, respectively | 988 | 904 |
| Other receivables, less allowance for uncollectible accounts of \$7 and \$4 in 2010 and 2009, respectively | 77 | 134 |
| Accrued unbilled revenue | 384 | 413 |
| Accounts receivable from affiliated companies | 482 | 124 |
| Fuel oil, gas in storage, materials and supplies, at average cost | 319 | 310 |
| Prepayments | 391 | 82 |
| Regulatory assets | 218 | 104 |
| Revenue decoupling mechanism receivable | 4 | 107 |
| Other current assets | 94 | 89 |
| TOTAL CURRENT ASSETS | 2,992 | 2,398 |
| INVESTMENTS | | |
| | 156 | 126 |
| UTILITY PLANT AT ORIGINAL COST | | |
| Electric | 18,685 | 17,570 |
| Gas | 3,708 | 3,537 |
| Steam | 2,027 | 1,935 |
| General | 1,741 | 1,708 |
| TOTAL | 26,161 | 24,750 |
| Less: Accumulated depreciation | 5,220 | 4,947 |
| Net | 20,941 | 19,803 |
| Construction work in progress | 1,118 | 1,334 |
| NET UTILITY PLANT | 22,059 | 21,137 |
| NON-UTILITY PLANT | | |
| Non-utility property, less accumulated depreciation of \$21 and \$20 in 2010 and 2009, respectively | 8 | 9 |
| NET PLANT | 22,067 | 21,146 |
| OTHER NONCURRENT ASSETS | | |
| Regulatory assets | 6,450 | 6,590 |
| Other deferred charges and noncurrent assets | 231 | 201 |
| TOTAL OTHER NONCURRENT ASSETS | 6,681 | 6,791 |
| TOTAL ASSETS | \$ 31,896 | \$ 30,461 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison Company of New York, Inc.****Consolidated Balance Sheet (Unaudited)**

| | September 30, 2010 | December 31, 2009 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| LIABILITIES AND SHAREHOLDER'S EQUITY | | |
| CURRENT LIABILITIES | | |
| Long-term debt due within one year | \$ | \$ 625 |
| Notes payable | 832 | |
| Accounts payable | 846 | 937 |
| Accounts payable to affiliated companies | 12 | 17 |
| Customer deposits | 270 | 259 |
| Accrued taxes | 29 | 41 |
| Accrued taxes to affiliated companies | 41 | 9 |
| Accrued interest | 174 | 137 |
| Accrued wages | 86 | 89 |
| Other current liabilities | 427 | 333 |
| TOTAL CURRENT LIABILITIES | 2,717 | 2,447 |
| NONCURRENT LIABILITIES | | |
| Obligations under capital leases | 8 | 14 |
| Provision for injuries and damages | 166 | 160 |
| Pensions and retiree benefits | 2,485 | 2,978 |
| Superfund and other environmental costs | 154 | 159 |
| Asset Retirement Obligations | 127 | 122 |
| Fair value of derivative liabilities | 40 | 44 |
| Other noncurrent liabilities | 103 | 68 |
| TOTAL NONCURRENT LIABILITIES | 3,083 | 3,545 |
| DEFERRED CREDITS AND REGULATORY LIABILITIES | | |
| Deferred income taxes and investment tax credits | 5,724 | 5,139 |
| Regulatory Liabilities | 810 | 703 |
| Other deferred credits | 21 | 29 |
| TOTAL DEFERRED CREDITS AND REGULATORY LIABILITIES | 6,555 | 5,871 |
| LONG-TERM DEBT | 9,737 | 9,038 |
| SHAREHOLDER'S EQUITY | | |
| Common shareholder's equity (See Statement of Shareholder's Equity) | 9,591 | 9,347 |
| Preferred stock | 213 | 213 |
| TOTAL SHAREHOLDER'S EQUITY | 9,804 | 9,560 |
| TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY | \$ 31,896 | \$ 30,461 |

The accompanying notes are an integral part of these financial statements.

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Consolidated Edison Company of New York, Inc.

Consolidated Statement of Comprehensive Income (Unaudited)

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|-------------|--|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | | | |
| NET INCOME | \$ 335 | \$ 285 | \$ 717 | \$ 623 |
| OTHER COMPREHENSIVE INCOME, NET OF TAXES | | | | |
| Pension plan liability adjustments, net of taxes of \$1 in 2009 | | | | 1 |
| TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAXES | | | | 1 |
| COMPREHENSIVE INCOME | \$ 335 | \$ 285 | \$ 717 | \$ 624 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Consolidated Edison Company of New York, Inc.****Consolidated Statement of Common Shareholders Equity (Unaudited)**

| <i>(Millions of Dollars/Except Share Data)</i> | Common Stock | | Additional Paid-In Capital | Retained Earnings | Repurchased Con Edison Stock | Capital Stock Expense | Accumulated Other Comprehensive Income/(Loss) | Total |
|--|--------------|--------|----------------------------------|----------------------|---------------------------------------|-----------------------------|--|----------|
| | Shares | Amount | | | | | | |
| BALANCE AS OF DECEMBER 31, 2008 | 235,488,094 | \$ 589 | \$ 3,664 | \$ 5,780 | \$ (962) | \$ (60) | \$ (20) | \$ 8,991 |
| Net income | | | | 200 | | | | 200 |
| Common stock dividend to parent | | | | (163) | | | | (163) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF MARCH 31, 2009 | 235,488,094 | \$ 589 | \$ 3,664 | \$ 5,814 | \$ (962) | \$ (60) | \$ (20) | \$ 9,025 |
| Net income | | | | 139 | | | | 139 |
| Common stock dividend to parent | | | | (163) | | | | (163) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF JUNE 30, 2009 | 235,488,094 | \$ 589 | \$ 3,664 | \$ 5,787 | \$ (962) | \$ (60) | \$ (20) | \$ 8,998 |
| Net income | | | | 285 | | | | 285 |
| Common stock dividend to parent | | | | (163) | | | | (163) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| Other comprehensive income | | | | | | | 1 | 1 |
| BALANCE AS OF SEPTEMBER 30, 2009 | 235,488,094 | \$ 589 | \$ 3,664 | \$ 5,906 | \$ (962) | \$ (60) | \$ (19) | \$ 9,118 |
| BALANCE AS OF DECEMBER 31, 2009 | 235,488,094 | \$ 589 | \$ 3,877 | \$ 5,909 | \$ (962) | \$ (62) | \$ (4) | \$ 9,347 |
| Net income | | | | 246 | | | | 246 |
| Capital contribution from parent | | | 12 | | | | | 12 |
| Common stock dividend to parent | | | | (167) | | | | (167) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF MARCH 31, 2010 | 235,488,094 | \$ 589 | \$ 3,889 | \$ 5,985 | \$ (962) | \$ (62) | \$ (4) | \$ 9,435 |
| Net income | | | | 138 | | | | 138 |
| Capital contribution from parent | | | 12 | | | | | 12 |
| Common stock dividend to parent | | | | (168) | | | | (168) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF JUNE 30, 2010 | 235,488,094 | \$ 589 | \$ 3,901 | \$ 5,952 | \$ (962) | \$ (62) | \$ (4) | \$ 9,414 |
| Net income | | | | 335 | | | | 335 |
| Capital contribution from parent | | | 12 | | | | | 12 |
| Common stock dividend to parent | | | | (167) | | | | (167) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF SEPTEMBER 30, 2010 | 235,488,094 | \$ 589 | \$ 3,913 | \$ 6,117 | \$ (962) | \$ (62) | \$ (4) | \$ 9,591 |

The accompanying notes are an integral part of these financial statements.

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Notes to the Financial Statements

General

These combined notes accompany and form an integral part of the separate consolidated financial statements of each of the two separate registrants: Consolidated Edison, Inc. and its subsidiaries (Con Edison) and Consolidated Edison Company of New York, Inc. and its subsidiaries (CECONY). CECONY is a subsidiary of Con Edison and as such its financial condition and results of operations and cash flows, which are presented separately in the CECONY consolidated financial statements, are also consolidated, along with those of Con Edison's other utility subsidiary, Orange and Rockland Utilities, Inc. (O&R), and Con Edison's competitive energy businesses (discussed below), in Con Edison's consolidated financial statements. The term "Utilities" is used in these notes to refer to CECONY and O&R.

As used in these notes, the term "Companies" refers to Con Edison and CECONY and, except as otherwise noted, the information in these combined notes relates to each of the Companies. However, CECONY makes no representation as to information relating to Con Edison or the subsidiaries of Con Edison other than itself.

The separate interim consolidated financial statements of each of the Companies are unaudited but, in the opinion of their respective managements, reflect all adjustments (which include only normally recurring adjustments) necessary for a fair presentation of the results for the interim periods presented. The Companies' separate interim consolidated financial statements should be read together with their separate audited financial statements (including the combined notes thereto) included in Item 8 of their combined Annual Report on Form 10-K for the year ended December 31, 2009 (the Form 10-K) and their separate unaudited financial statements (including the combined notes thereto) included in Part I, Item 1 of their combined Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010 (the First Quarter Form 10-Q) and June 30, 2010 (the Second Quarter Form 10-Q). Information in the notes to the consolidated financial statements in the Form 10-K, the First Quarter Form 10-Q and the Second Quarter Form 10-Q referred to in these notes is incorporated by reference herein. The use of terms such as "see" or "refer to" shall be deemed to incorporate by reference into these notes the information to which reference is made.

Certain prior year amounts have been reclassified to conform with the current year presentation. Consistent with current industry practice, the Companies are presenting income tax expense as one item on their consolidated income statements (instead of separate items in the operating income and other income sections of the consolidated income statements).

Con Edison has two regulated utility subsidiaries: CECONY and O&R. CECONY provides electric service and gas service in New York City and Westchester County. The company also provides steam service in parts of Manhattan. O&R, along with its regulated utility subsidiaries, provides electric service in southeastern New York and adjacent areas of northern New Jersey and eastern Pennsylvania and gas service in southeastern New York and adjacent areas of eastern Pennsylvania. Con Edison has the following competitive energy businesses: Consolidated Edison Solutions, Inc. (Con Edison Solutions), a retail energy services company that sells electricity and also offers energy-related services; Consolidated Edison Energy, Inc. (Con Edison Energy), a wholesale energy supply and services company; and Consolidated Edison Development, Inc. (Con Edison Development), a company that develops and participates in infrastructure projects.

Table of Contents**Note A Summary of Significant Accounting Policies****Earnings Per Common Share**

Reference is made to Earnings Per Common Share in Note A to the financial statements included in Item 8 of the Form 10-K. For the three and nine months ended September 30, 2010 and 2009, Con Edison's basic and diluted EPS are calculated as follows:

| <i>(Millions of Dollars, except per share amounts/Shares in Millions)</i> | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|-------------|--|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Net income for common stock | \$ 350 | \$ 336 | \$ 759 | \$ 666 |
| Weighted average common shares outstanding Basic | 283.0 | 275.1 | 282.2 | 274.5 |
| Add: Incremental shares attributable to effect of potentially dilutive securities | 1.6 | 0.9 | 1.5 | 0.9 |
| Adjusted weighted average common shares outstanding Diluted | 284.6 | 276.0 | 283.7 | 275.4 |
| Net income for common stock per common share basic | \$ 1.24 | \$ 1.22 | \$ 2.69 | \$ 2.43 |
| Net income for common stock per common share diluted | \$ 1.23 | \$ 1.22 | \$ 2.68 | \$ 2.42 |

Note B Regulatory Matters

Reference is made to Accounting Policies in Note A and Rate Agreements in Note B to the financial statements included in Item 8 of the Form 10-K and Note B to the financial statements in Part I, Item 1 of the First Quarter Form 10-Q and Second Quarter Form 10-Q.

Rate Agreements**CECONY Gas**

In September 2010, the NYSPSC issued an order approving the May 2010 Joint Proposal covering the rates CECONY can charge its customers for gas delivery service during the three-year period October 2010 through September 2013. Among other things, the Joint Proposal provides for gas base rate increases of \$47.1 million, \$47.9 million and \$46.7 million, effective October 2010, 2011 and 2012, respectively. For additional information about the Joint Proposal, see Rate Agreements in Note B to the financial statements in Part I, Item 1 of the Second Quarter Form 10-Q.

CECONY Steam

In September 2010, the NYSPSC issued an order approving the May 2010 Joint Proposal covering the rates CECONY can charge its customers for steam delivery service during the three-year period October 2010 through September 2013. Among other things, the Joint Proposal provides for steam base rate increases of \$49.5 million, effective October 2010 and 2011, and \$17.8 million, effective October 2012, with an additional \$31.7 million to be collected through a surcharge in the rate year ending September 2013. The NYSPSC order requires CECONY, in its next steam rate case filing, to propose a phase-in over a period of not more than seven years of an increase in the allocation to steam customers of the fuel costs for the company's East River Repowering Project (ERRP, which cogenerates electricity and steam) that are above the market value of the electric energy generated by ERRP. For additional information about the Joint Proposal, see Rate Agreements in Note B to the financial statements in Part I, Item 1 of the Second Quarter Form 10-Q.

Other Regulatory Matters

In February 2009, the NYSPSC commenced a proceeding to examine the prudence of certain CECONY expenditures (see Investigations of Vendor Payments in Note H). Pursuant to NYSPSC orders, a portion of the company's revenues (effective April 2010, \$249 million, \$32 million and \$6 million on an annual basis for electric, gas and steam service, respectively) is being collected subject to potential refund to customers. At September 30, 2010, the company had collected an estimated \$464 million from customers subject to potential refund in connection with this proceeding. In October 2010, a NYSPSC consultant reported its \$21 million provisional assessment, which the company has disputed, of potential overcharges for construction work. The

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potential overcharges related to transactions that involved certain employees who were arrested and a contractor that performed work for the company. The NYSPSC's consultant is expected to continue to review the company's expenditures. The company is unable to estimate the amount, if any, of any refund that may be required in connection with this proceeding and, accordingly, has not established a regulatory liability for a refund.

Regulatory Assets and Liabilities

Regulatory assets and liabilities at September 30, 2010 and December 31, 2009 were comprised of the following items:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|---|-----------------|-----------------|-----------------|-----------------|
| | 2010 | 2009 | 2010 | 2009 |
| Regulatory assets | | | | |
| Unrecognized pension and other postretirement costs | \$ 4,001 | \$ 4,472 | \$ 3,819 | \$ 4,259 |
| Future federal income tax | 1,411 | 1,316 | 1,337 | 1,249 |
| Environmental remediation costs | 421 | 388 | 333 | 329 |
| Surcharge for New York State Assessment | 185 | 138 | 171 | 126 |
| Net electric deferrals | 161 | 82 | 161 | 82 |
| Pension and other postretirement benefits deferrals | 158 | 101 | 106 | 49 |
| Revenue taxes | 139 | 119 | 135 | 116 |
| Deferred derivative losses - long-term | 125 | 106 | 85 | 75 |
| Deferred storm costs | 58 | 5 | 43 | |
| Property tax reconciliation | 52 | 85 | 47 | 85 |
| O&R transition bond charges | 49 | 55 | | |
| World Trade Center restoration costs | 44 | 41 | 44 | 41 |
| Workers' compensation | 34 | 37 | 34 | 37 |
| Other | 143 | 158 | 135 | 142 |
| Regulatory assets - long-term | 6,981 | 7,103 | 6,450 | 6,590 |
| Deferred derivative losses - current | 268 | 141 | 218 | 104 |
| Recoverable energy costs - current | 8 | 31 | | |
| Regulatory assets - current | 276 | 172 | 218 | 104 |
| Total Regulatory Assets | \$ 7,257 | \$ 7,275 | \$ 6,668 | \$ 6,694 |
| Regulatory liabilities | | | | |
| Allowance for cost of removal less salvage | \$ 405 | \$ 371 | \$ 334 | \$ 303 |
| Net unbilled revenue deferrals | 126 | 91 | 126 | 91 |
| Refundable energy costs | 78 | 118 | 53 | 77 |
| Revenue decoupling mechanism | 55 | | 55 | |
| New York State tax refund | 29 | | 29 | |
| Gain on sale of First Avenue properties | 23 | 23 | 23 | 23 |
| Gain on sale of 125th Street Property | 12 | | 12 | |
| Rate case amortizations | 5 | 21 | 5 | 21 |
| Electric rate case deferral | | 19 | | 19 |
| 2005-2008 capital expenditure reserve | | 24 | | 24 |
| Other | 198 | 162 | 173 | 145 |
| Regulatory liabilities | 931 | 829 | 810 | 703 |
| Deferred derivative gains - current | | 9 | | 8 |
| Total Regulatory Liabilities | \$ 931 | \$ 838 | \$ 810 | \$ 711 |

Net electric deferrals at September 30, 2010 represent the remaining unamortized balance of certain regulatory assets and liabilities of CECONY that were combined effective April 1, 2010 and are being amortized to income, in accordance with CECONY's April 2010 rate plan. At December 2009, net electric deferrals represented the remaining unamortized balance of certain regulatory assets and liabilities of CECONY that were combined effective April 1, 2005 and were amortized to income in accordance with CECONY's April 2009 rate plan through March 2010.

Note C Capitalization

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Reference is made to Note C to the financial statements in Item 8 of the Form 10-K and Note C to the financial statements in Part I, Item 1 of the First Quarter Form 10-Q and Second Quarter Form 10-Q.

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In August 2010, O&R issued \$55 million aggregate principal amount of 2.50 percent debentures, Series 2010 A, due 2015 and \$115 million aggregate principal amount of 5.50 percent debentures, Series 2010 B, due 2040. In addition, O&R purchased, and had cancelled, its \$55 million aggregate principal amount of Series 1994 A variable-rate, tax-exempt debt due 2014.

In October 2010, Con Edison issued 6.3 million common shares resulting in net proceeds of \$305 million, the proceeds of which were invested by Con Edison in CECONY.

Note D Short-Term Borrowing

Reference is made to Note D to the financial statements in Item 8 of the Form 10-K and Note D to the financial statements in Part I, Item 1 of the First Quarter Form 10-Q and Second Quarter Form 10-Q.

At September 30, 2010, Con Edison had \$846 million of commercial paper outstanding, \$832 million of which was outstanding under CECONY's program. The weighted average interest rate was 0.4 percent for each of Con Edison and CECONY. At December 31, 2009, Con Edison and CECONY had no commercial paper outstanding. At September 30, 2010 and December 31, 2009, no loans were outstanding under the Companies' Credit Agreement and \$220 million (including \$151 million for CECONY) and \$193 million (including \$135 million for CECONY) of letters of credit were outstanding under the Credit Agreement, respectively.

Note E Pension Benefits

Reference is made to Note E to the financial statements in Item 8 of the Form 10-K and Note E to the financial statement in Part I, Item 1 of the First Quarter Form 10-Q and Second Quarter Form 10-Q.

Net Periodic Benefit Cost

The components of the Companies' net periodic benefit costs for the three and nine months ended September 30, 2010 and 2009 were as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, | | | |
|--|---|--------------|---------------|--------------|
| | Con Edison | | CECONY | |
| | 2010 | 2009 | 2010 | 2009 |
| Service cost including administrative expenses | \$ 42 | \$ 40 | \$ 39 | \$ 37 |
| Interest cost on projected benefit obligation | 139 | 131 | 130 | 123 |
| Expected return on plan assets | (175) | (173) | (167) | (165) |
| Amortization of net actuarial loss | 106 | 75 | 100 | 68 |
| Amortization of prior service costs | 2 | 2 | 2 | 2 |
| NET PERIODIC BENEFIT COST | \$ 114 | \$ 75 | \$ 104 | \$ 65 |
| Amortization of regulatory asset* | | 1 | | 1 |
| TOTAL PERIODIC BENEFIT COST | \$ 114 | \$ 76 | \$ 104 | \$ 66 |
| Cost capitalized | (40) | (28) | (36) | (25) |
| Cost deferred | (29) | (4) | (29) | (3) |
| Cost charged to operating expenses | \$ 45 | \$ 44 | \$ 39 | \$ 38 |

* Relates to increases in CECONY's pension obligations of \$45 million from a 1999 special retirement program.

For the Nine Months Ended September 30,

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| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|--|------------|--------|--------|--------|
| | 2010 | 2009 | 2010 | 2009 |
| Service cost including administrative expenses | \$ 126 | \$ 120 | \$ 117 | \$ 111 |
| Interest cost on projected benefit obligation | 417 | 393 | 390 | 369 |
| Expected return on plan assets | (527) | (519) | (501) | (495) |
| Amortization of net actuarial loss | 318 | 225 | 300 | 204 |
| Amortization of prior service costs | 6 | 6 | 6 | 6 |
| NET PERIODIC BENEFIT COST | \$ 340 | \$ 225 | \$ 312 | \$ 195 |
| Amortization of regulatory asset* | 1 | 3 | 1 | 3 |
| TOTAL PERIODIC BENEFIT COST | \$ 341 | \$ 228 | \$ 313 | \$ 198 |
| Cost capitalized | (118) | (82) | (109) | (75) |
| Cost deferred | (85) | (40) | (82) | (34) |
| Cost charged to operating expenses | \$ 138 | \$ 106 | \$ 122 | \$ 89 |

* Relates to increases in CECONY's pension obligations of \$33 million from a 1993 special retirement program (which was fully amortized in March 2009) and \$45 million from a 1999 special retirement program.

Table of Contents**Expected Contributions**

Based on estimates as of December 31, 2009, the Companies are not required under funding regulations and laws to make any contributions to the pension plan during 2010. The Companies' policy is to fund their accounting cost to the extent tax deductible. During the first nine months of 2010, the Companies contributed \$434 million to the pension plan (of which \$397 million was contributed by CECONY). During the first nine months of 2009, the Companies contributed \$282 million to the pension plan (of which \$244 million was contributed by CECONY). During the second quarter of 2010, the Companies funded \$25 million for the non-qualified supplemental pension plans. The Companies are continuing to monitor changes to funding and tax laws that may impact future pension plan funding requirements.

Note F Other Postretirement Benefits

Reference is made to Note F to the financial statements in Item 8 of the Form 10-K and Note F to the financial statements in Part I, Item 1 of the First Quarter Form 10-Q and Second Quarter Form 10-Q.

Net Periodic Benefit Cost

The components of the Companies' net periodic postretirement benefit costs for the three and nine months ended September 30, 2010 and 2009 were as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, | | | |
|--|---|--------------|---------------|--------------|
| | Con Edison | | CECONY | |
| | 2010 | 2009 | 2010 | 2009 |
| Service cost | \$ 6 | \$ 5 | \$ 5 | \$ 4 |
| Interest cost on accumulated other postretirement benefit obligation | 23 | 24 | 20 | 21 |
| Expected return on plan assets | (22) | (21) | (19) | (20) |
| Amortization of net actuarial loss | 23 | 18 | 21 | 16 |
| Amortization of prior service cost | (3) | (3) | (4) | (3) |
| Amortization of transition obligation | 1 | 1 | 1 | 1 |
| NET PERIODIC POSTRETIREMENT BENEFIT COST | \$ 28 | \$ 24 | \$ 24 | \$ 19 |
| Cost capitalized | (10) | (9) | (8) | (7) |
| Cost deferred | 2 | 1 | 1 | |
| Cost charged to operating expenses | \$ 20 | \$ 16 | \$ 17 | \$ 12 |

| <i>(Millions of Dollars)</i> | For the Nine Months Ended September 30, | | | |
|--|--|--------------|---------------|--------------|
| | Con Edison | | CECONY | |
| | 2010 | 2009 | 2010 | 2009 |
| Service cost | \$ 18 | \$ 15 | \$ 15 | \$ 12 |
| Interest cost on accumulated other postretirement benefit obligation | 69 | 72 | 60 | 63 |
| Expected return on plan assets | (66) | (63) | (57) | (60) |
| Amortization of net actuarial loss | 69 | 54 | 63 | 48 |
| Amortization of prior service cost | (9) | (9) | (12) | (9) |
| Amortization of transition obligation | 3 | 3 | 3 | 3 |
| NET PERIODIC POSTRETIREMENT BENEFIT COST | \$ 84 | \$ 72 | \$ 72 | \$ 57 |
| Cost capitalized | (30) | (27) | (25) | (22) |
| Cost deferred | 2 | | (1) | (2) |
| Cost charged to operating expenses | \$ 56 | \$ 45 | \$ 46 | \$ 33 |

Note G Environmental Matters

Superfund Sites

Hazardous substances, such as asbestos, polychlorinated biphenyls (PCBs) and coal tar, have been used or generated in the course of operations of the Utilities and their predecessors and are present at sites and in facilities and equipment they currently or previously

owned, including sites at which gas was manufactured or stored.

The Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 and similar state statutes (Superfund) impose joint and several liability, regardless of fault, upon generators of

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hazardous substances for investigation and remediation costs (which include costs of demolition, removal, disposal, storage, replacement, containment, and monitoring) and natural resource damages. Liability under these laws can be material and may be imposed for contamination from past acts, even though such past acts may have been lawful at the time they occurred. The sites at which the Utilities have been asserted to have liability under these laws, including their manufactured gas plant sites and any neighboring areas to which contamination may have migrated, are referred to herein as Superfund Sites.

For Superfund Sites where there are other potentially responsible parties and the Utilities are not managing the site investigation and remediation, the accrued liability represents an estimate of the amount the Utilities will need to pay to discharge their related obligations. For Superfund Sites (including the manufactured gas plant sites) for which one of the Utilities is managing the investigation and remediation, the accrued liability represents an estimate of the company's share of undiscounted cost to investigate the sites and, for sites that have been investigated in whole or in part, the cost to remediate the sites, if remediation is necessary and if a reasonable estimate of such cost can be made. Remediation costs are estimated in light of the information available, applicable remediation standards, and experience with similar sites.

The accrued liabilities and regulatory assets related to Superfund Sites at September 30, 2010 and December 31, 2009 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|------------------------------|------------|--------|--------|--------|
| | 2010 | 2009 | 2010 | 2009 |
| Accrued Liabilities: | | | | |
| Manufactured gas plant sites | \$ 193 | \$ 164 | \$ 109 | \$ 112 |
| Other Superfund Sites | 46 | 48 | 45 | 47 |
| Total | \$ 239 | \$ 212 | \$ 154 | \$ 159 |
| Regulatory assets | \$ 421 | \$ 388 | \$ 333 | \$ 329 |

Most of the accrued Superfund Site liability relates to sites that have been investigated, in whole or in part. However, for many of the sites, the extent and associated cost of the required remediation has not yet been determined. As investigations progress and information pertaining to the required remediation becomes available, the Utilities expect that additional liability will be accrued, the amount of which is not presently determinable but may be material. Under their current rate agreements, the Utilities are permitted to recover or defer as regulatory assets (for subsequent recovery through rates) certain site investigation and remediation costs.

Environmental remediation costs incurred and insurance recoveries received related to Superfund Sites during the three and nine months ended September 30, 2010 and 2009 were as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, | | | |
|-------------------------------|--|-------|--------|-------|
| | Con Edison | | CECONY | |
| | 2010 | 2009 | 2010 | 2009 |
| Remediation costs incurred | \$ 9 | \$ 20 | \$ 8 | \$ 20 |
| Insurance recoveries received | \$ | \$ 3 | \$ | \$ 3 |

| <i>(Millions of Dollars)</i> | For the Nine Months Ended September 30, | | | |
|-------------------------------|---|-------|--------|-------|
| | Con Edison | | CECONY | |
| | 2010 | 2009 | 2010 | 2009 |
| Remediation costs incurred | \$ 32 | \$ 60 | \$ 30 | \$ 59 |
| Insurance recoveries received | \$ | \$ 3 | \$ | \$ 3 |

In 2006, CECONY estimated that for its manufactured gas plant sites, its aggregate undiscounted potential liability for the investigation and remediation of coal tar and/or other manufactured gas plant-related environmental contaminants could range up to \$1.1 billion. In 2007, O&R estimated that for its manufactured gas plant sites, each of which has been investigated, the aggregate undiscounted potential liability for the remediation of such contaminants could range up to \$115 million. These estimates were based on the assumption that there is contamination at the sites that have not yet been investigated and additional assumptions about these and the other sites regarding the extent of contamination and the type and extent of remediation that may be required. Actual experience may be materially different.

Table of Contents**Asbestos Proceedings**

Suits have been brought in New York State and federal courts against the Utilities and many other defendants, wherein a large number of plaintiffs sought large amounts of compensatory and punitive damages for deaths and injuries allegedly caused by exposure to asbestos at various premises of the Utilities. The suits that have been resolved, which are many, have been resolved without any payment by the Utilities, or for amounts that were not, in the aggregate, material to them. The amounts specified in all the remaining thousands of suits total billions of dollars; however, the Utilities believe that these amounts are greatly exaggerated, based on the disposition of previous claims. In 2008, CECONY estimated that its aggregate undiscounted potential liability for these suits and additional suits that may be brought over the next 15 years is \$9 million. The estimate was based upon a combination of modeling, historical data analysis and risk factor assessment. Actual experience may be materially different. In addition, certain current and former employees have claimed or are claiming workers' compensation benefits based on alleged disability from exposure to asbestos. Under its current rate agreements, CECONY is permitted to defer as regulatory assets (for subsequent recovery through rates) costs incurred for its asbestos lawsuits and workers' compensation claims. The accrued liability for asbestos suits and workers' compensation proceedings (including those related to asbestos exposure) and the amounts deferred as regulatory assets for the Companies at September 30, 2010 and December 31, 2009 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|---|------------|--------|--------|--------|
| | 2010 | 2009 | 2010 | 2009 |
| Accrued liability - asbestos suits | \$ 10 | \$ 10 | \$ 9 | \$ 9 |
| Regulatory assets - asbestos suits | \$ 10 | \$ 10 | \$ 9 | \$ 9 |
| Accrued liability - workers' compensation | \$ 109 | \$ 113 | \$ 104 | \$ 108 |
| Regulatory assets - workers' compensation | \$ 34 | \$ 37 | \$ 34 | \$ 37 |

Note H - Other Material Contingencies**Manhattan Steam Main Rupture**

In July 2007, a CECONY steam main located in midtown Manhattan ruptured. It has been reported that one person died and others were injured as a result of the incident. Several buildings in the area were damaged. Debris from the incident included dirt and mud containing asbestos. The response to the incident required the closing of several buildings and streets for various periods. Approximately 100 suits are pending against the company seeking generally unspecified compensatory and, in some cases, punitive damages, for personal injury, property damage and business interruption. The company has not accrued a liability for the suits. The company has notified its insurers of the incident and believes that the policies in force at the time of the incident will cover most of the company's costs, which the company is unable to estimate, but which could be substantial, to satisfy its liability to others in connection with the incident.

Investigations of Vendor Payments

In January 2009, CECONY commenced an internal investigation relating to the arrests of certain employees and retired employees (all of whom have since pleaded guilty) for accepting kickbacks from contractors that performed construction work for the company. The company has retained a law firm, which has retained an accounting firm, to assist in the company's investigation. The company is providing information to governmental authorities, which consider the company to be a victim of unlawful conduct, in connection with their investigation of the arrested employees and contractors. The company has terminated its employment of the arrested employees and its contracts with the contractors (one of which is suing the company for substantial damages claiming wrongful termination). In February 2009, the NYSPSC commenced a proceeding that, among other things, will examine the prudence of certain of the company's expenditures relating to the arrests and consider whether additional expenditures should also be examined (see "Other Regulatory Matters" in Note B).

In September 2010, CECONY commenced an internal investigation relating to the arrest of a retired employee for participating in a bribery scheme in which the employee received payments from a bidder that was selected to supply materials to the company.

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CECONY has provided information to governmental authorities in connection with their ongoing investigation of this conspiracy to defraud the company.

The company, based upon its evaluation of its internal controls for 2009 and previous years, believes that the controls were effective to provide reasonable assurance that its financial statements have been fairly presented, in all material respects, in conformity with generally accepted accounting principles. Because the company's investigations are ongoing, the company is unable to predict the impact of any of the employees' unlawful conduct on the company's internal controls, business, results of operations or financial position.

Permit Non-Compliance and Pollution Discharges

In March 2009, the New York State Department of Environmental Conservation (NYSDEC) issued a proposed administrative Order on Consent to CECONY with respect to non-compliance with certain laws, regulations and permit conditions and discharges of pollutants at the company's steam generating facilities. The proposed order effectively instituted a civil enforcement proceeding against the company. In the proposed order, the NYSDEC is seeking, among other things, the company's agreement to pay a penalty in an amount the NYSDEC did not specify, retain an independent consultant to conduct a comprehensive audit of the company's generating facilities to determine compliance with federal and New York State environmental laws and regulations and recommend best practices, remove all equipment containing polychlorinated biphenyls from the company's steam and electric facilities, remediate polychlorinated biphenyl contamination, install certain wastewater treatment facilities, and comply with additional sampling, monitoring, and training requirements. In March 2010, the NYSDEC issued a revised proposed consent order specifying the amount of penalty the NYSDEC is seeking at \$10.8 million. The company will seek to resolve this matter through negotiations with the NYSDEC. It is unable to predict the impact of this matter on the company's operations or the additional costs, which could be substantial, to comply with the requirements resulting from this matter.

In January 2010, the NYSDEC issued a proposed administrative Order on Consent to CECONY relating to discharges of pollutants, reported by the company to the NYSDEC from 2002 through 2009, into the storm sewer system at a property the company owns in the Astoria section of New York on which the company is permitted by the NYSDEC to operate a hazardous waste storage facility. In April 2010, the NYSDEC issued an order, to which CECONY consented, pursuant to which CECONY paid a \$1.1 million penalty and is undertaking a corrective action plan that will require the company to incur an estimated \$32 million of capital expenditures.

In June 2010, the NYSDEC issued a proposed consent order relating to the release of oil into the Bronx River resulting from a November 2009 transformer fire at the company's Dunwoodie electric substation. In July 2010, the NYSDEC issued an order, to which CECONY consented, pursuant to which CECONY paid a penalty and other amounts totaling \$0.7 million.

Lease In/Lease Out Transactions

In each of 1997 and 1999, Con Edison Development entered into a transaction in which it leased property and then immediately subleased it back to the lessor (termed Lease In/Lease Out, or LILO transactions). The transactions respectively involve electric generating and gas distribution facilities in the Netherlands, with a total investment of \$259 million. The transactions were financed with \$93 million of equity and \$166 million of non-recourse, long-term debt secured by the underlying assets. In accordance with the accounting rules for leases, Con Edison is accounting for the two LILO transactions as leveraged leases. Accordingly, the company's investment in these leases, net of non-recourse debt, is carried as a single amount in Con Edison's consolidated balance sheet and income is recognized pursuant to a method that incorporates a level rate of return for those years when net investment in the lease is positive, based upon the after-tax cash flows projected at the inception of the leveraged leases. The company's investment in these leveraged leases was \$(36) million at September 30, 2010 and \$(24) million at December 31, 2009 and is comprised of a \$235 million gross investment less \$271 million deferred tax liabilities at September 30, 2010

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and \$235 million gross investment less \$259 million of deferred tax liabilities at December 31, 2009.

On audit of Con Edison's tax return for 1997, the IRS disallowed the tax losses in connection with the 1997 LILO transaction. In December 2005, Con Edison paid a \$0.3 million income tax deficiency asserted by the IRS for the tax year 1997 with respect to the 1997 LILO transaction. In April 2006, the company paid interest of \$0.2 million associated with the deficiency and commenced an action in the United States Court of Federal Claims, entitled Consolidated Edison Company of New York, Inc. v. United States, to obtain a refund of this tax payment and interest. A trial was completed in November 2007. In October 2009, the court issued a decision in favor of the company concluding that the 1997 LILO transaction was, in substance, a true lease that possessed economic substance, the loans relating to the lease constituted bona fide indebtedness, and the deductions for the 1997 LILO transactions claimed by the company in its 1997 federal income tax return are allowable. The IRS is entitled to appeal the decision.

In connection with its audit of Con Edison's federal income tax returns for 1998 through 2007, the IRS disallowed \$416 million of net tax deductions taken with respect to both of the LILO transactions for the tax years. Con Edison is pursuing administrative appeals of these audit level disallowances. In connection with its audit of Con Edison's federal income tax returns for 2009 and 2008, the IRS has disallowed \$41 million and \$42 million, respectively, of net tax deductions taken with respect to both of the LILO transactions. When these audit level disallowances become appealable, Con Edison intends to file an appeal of the disallowances.

Con Edison believes that its LILO transactions have been correctly reported, and has not recorded any reserve with respect to the disallowance of tax losses, or related interest, in connection with its LILO transactions. Con Edison's estimated tax savings, reflected in its financial statements, from the two LILO transactions through September 30, 2010, in the aggregate, was \$217 million. If Con Edison were required to repay all or a portion of these amounts, it would also be required to pay interest of up to \$73 million net of tax at September 30, 2010.

Pursuant to the accounting rules for leveraged lease transactions, the expected timing of income tax cash flows generated by Con Edison's LILO transactions are required to be reviewed at least annually. If the expected timing of the cash flows is revised, the rate of return and the allocation of income would be recalculated from the inception of the LILO transactions, and the company would be required to recalculate the accounting effect of the LILO transactions, which would result in a charge to earnings that could have a material adverse effect on the company's results of operations.

Guarantees

Con Edison and its subsidiaries enter into various agreements providing financial or performance assurance primarily to third parties on behalf of their subsidiaries. Maximum amounts guaranteed by Con Edison totaled \$873 million and \$929 million at September 30, 2010 and December 31, 2009, respectively.

A summary, by type (described in Note H to the financial statements in Item 8 of the Form 10-K) and term, of Con Edison's total guarantees at September 30, 2010 is as follows:

| Guarantee Type | 0 - 3 years | 4 - 10 years | > 10 years | Total |
|----------------------------|------------------------------|--------------|---------------|---------------|
| | <i>(Millions of Dollars)</i> | | | |
| Commodity transactions | \$ 618 | \$ 9 | \$ 128 | \$ 755 |
| Affordable housing program | 4 | | | 4 |
| Intra-company guarantees | 30 | | 1 | 31 |
| Other guarantees | 63 | 20 | | 83 |
| TOTAL | \$ 715 | \$ 29 | \$ 129 | \$ 873 |

Note I Income Tax

Reference is made to Note L to the financial statements in Item 8 of the Form 10-K.

In August 2010, the IRS entered into a closing agreement with Con Edison, covering the Companies' use of certain methods to determine the extent to which construction-related costs could be deducted in 2005 through 2008 (the last year for which deduction of construction-related

costs was an uncertain tax position), and instructed the IRS to apply the remainder of a June 2007 deposit to pay the tax for

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2005 through 2008 determined to be due relating to the closing agreement. At September 30, 2010, the remaining deposit was \$51 million (including \$47 million attributable to CECONY), which is included in other current assets in the Companies' consolidated balance sheets, and the tax due relating to the closing agreement was \$53 million (including \$55 million attributable to CECONY), which is included in other current liabilities in the Companies' consolidated balance sheets. In October 2010, the IRS indicated that it applied most of the remaining deposit towards payment of the tax due relating to the closing agreement.

At September 30, 2010, the liability for uncertain tax positions (which is included in other current liabilities in the Companies' consolidated balance sheets) included \$8 million (including \$8 million attributable to CECONY) relating to the deduction of construction-related costs for New York State income tax purposes in 2005 through 2008.

Settlement of the Companies' uncertain tax position regarding the timing of the deduction of construction-related costs has had, and will have, no effect (except for interest on amounts owed, which is not expected to be significant) on the Companies' results of operations because deferred taxes had previously been provided for the related temporary differences between the deductions taken for income tax purposes and the corresponding amounts charged to expense for financial reporting purposes.

In September 2010, Con Edison filed the Companies' federal income tax return for 2009 reflecting, among other things, the deduction of the costs of certain repairs to utility plant as an operating expense (the repair allowance deductions). Previously, the Companies capitalized such costs and reported their depreciation in their tax returns. Taking the repair allowance deductions accelerated the timing of the deduction of the cost of the repairs. The Companies had a net operating loss for federal income tax purposes in 2009 reflecting, among other things, the repair allowance deductions and the bonus depreciation provisions of the American Recovery and Reinvestment Act of 2009. At September 30, 2010, with respect to the repair allowance deductions, Con Edison accrued a liability for uncertain tax positions of \$54 million (including \$52 million attributable to CECONY), which is included in other current liabilities in the Companies' consolidated balance sheets.

In September 2010, the Companies applied for a refund of certain prior years' federal tax payments based upon the carry-back of the 2009 net operating loss. At September 30, 2010, Con Edison's estimated refunds receivable from the IRS amounted to \$297 million, which is included in other accounts receivable in Con Edison's consolidated balance sheet (including \$281 million attributable to CECONY, which is included in accounts receivable from affiliated companies in CECONY's consolidated balance sheet).

The Companies also estimate that they had a net operating loss for state income tax purposes for 2009 (reflecting, among other things, the repair allowance expense deductions), which is being carried forward and as to which, at September 30, 2010, Con Edison has included a \$64 million other current asset in its consolidated balance sheet (including \$35 million attributable to CECONY, which is included in accounts receivable from affiliated companies in CECONY's consolidated balance sheet).

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Note J Financial Information by Business Segment

Reference is made to Note N to the financial statements in Item 8 of the Form 10-K.

The financial data for the business segments are as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, | | | | | | | |
|-------------------------------|--|----------|------------------------|------|-------------------------------|--------|------------------|--------|
| | Operating revenues | | Inter-segment revenues | | Depreciation and amortization | | Operating income | |
| | 2010 | 2009 | 2010 | 2009 | 2010 | 2009 | 2010 | 2009 |
| Con Edison of New York | | | | | | | | |
| Electric | \$ 2,570 | \$ 2,395 | \$ 3 | \$ 3 | \$ 156 | \$ 149 | \$ 715 | \$ 641 |
| Gas | 204 | 183 | 1 | 1 | 26 | 24 | (16) | (28) |
| Steam | 91 | 77 | 18 | 18 | 16 | 15 | (33) | (34) |
| Consolidation adjustments | | | (22) | (22) | | | | |
| Total Con Edison of New York | \$ 2,865 | \$ 2,655 | \$ | \$ | \$ 198 | \$ 188 | \$ 666 | \$ 579 |
| O&R | | | | | | | | |
| Electric | \$ 245 | \$ 209 | \$ | \$ | \$ 8 | \$ 7 | \$ 52 | \$ 40 |
| Gas | 25 | 26 | | | 3 | 3 | (4) | (5) |
| Total O&R | \$ 270 | \$ 235 | \$ | \$ | \$ 11 | \$ 10 | \$ 48 | \$ 35 |
| Competitive energy businesses | \$ 584 | \$ 610 | \$ | \$ 2 | \$ 2 | \$ 2 | \$ (8) | \$ 70 |
| Other* | (12) | (11) | | (2) | | | (1) | 1 |
| Total Con Edison | \$ 3,707 | \$ 3,489 | \$ | \$ | \$ 211 | \$ 200 | \$ 705 | \$ 685 |

* Parent company expenses, primarily interest, and consolidation adjustments. Other does not represent a business segment.

| <i>(Millions of Dollars)</i> | For the Nine Months Ended September 30, | | | | | | | |
|-------------------------------|---|----------|------------------------|--------|-------------------------------|--------|------------------|----------|
| | Operating revenues | | Inter-segment revenues | | Depreciation and amortization | | Operating Income | |
| | 2010 | 2009 | 2010 | 2009 | 2010 | 2009 | 2010 | 2009 |
| Con Edison of New York | | | | | | | | |
| Electric | \$ 6,402 | \$ 5,865 | \$ 9 | \$ 9 | \$ 464 | \$ 437 | \$ 1,228 | \$ 1,090 |
| Gas | 1,126 | 1,259 | 4 | 4 | 76 | 73 | 243 | 223 |
| Steam | 487 | 521 | 55 | 54 | 46 | 44 | 41 | 40 |
| Consolidation adjustments | | | (68) | (67) | | | | |
| Total Con Edison of New York | \$ 8,015 | \$ 7,645 | \$ | \$ | \$ 586 | \$ 554 | \$ 1,512 | \$ 1,353 |
| O&R | | | | | | | | |
| Electric | \$ 559 | \$ 499 | \$ | \$ | \$ 24 | \$ 22 | \$ 71 | \$ 57 |
| Gas | 150 | 171 | | | 9 | 9 | 20 | 16 |
| Total O&R | \$ 709 | \$ 670 | \$ | \$ | \$ 33 | \$ 31 | \$ 91 | \$ 73 |
| Competitive energy businesses | \$ 1,491 | \$ 1,477 | \$ | \$ (1) | \$ 6 | \$ 4 | \$ 25 | \$ 52 |
| Other* | (30) | (34) | | 1 | | | (1) | (2) |
| Total Con Edison | \$ 10,185 | \$ 9,758 | \$ | \$ | \$ 626 | \$ 589 | \$ 1,627 | \$ 1,476 |

* Parent company expenses, primarily interest, and consolidation adjustments. Other does not represent a business segment.

Note K Derivative Instruments and Hedging Activities

Under the accounting rules for derivatives and hedging, derivatives are recognized on the balance sheet at fair value, unless an exception is available under the accounting rules. Certain qualifying derivative contracts have been designated as normal purchases or normal sales contracts. These contracts are not reported at fair value under the accounting rules.

Table of Contents**Energy Price Hedging**

Con Edison's subsidiaries hedge market price fluctuations associated with physical purchases and sales of electricity, natural gas, and steam by using derivative instruments including futures, forwards, basis swaps, options, transmission congestion contracts and financial transmission rights contracts. The fair values of these hedges at September 30, 2010 and December 31, 2009 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|--|------------|----------|----------|----------|
| | 2010 | 2009 | 2010 | 2009 |
| Fair value of net derivative (liabilities) gross | \$ (436) | \$ (266) | \$ (248) | \$ (137) |
| Impact of netting of cash collateral | 282 | 162 | 143 | 87 |
| Fair value of net derivative (liabilities) net | \$ (154) | \$ (104) | \$ (105) | \$ (50) |

Credit Exposure

The Companies are exposed to credit risk related to transactions entered into primarily for the various energy supply and hedging activities by the Utilities and the competitive energy businesses. The Companies use credit policies to manage this risk, including an established credit approval process, monitoring of counterparty limits, netting provisions within agreements, collateral or prepayment arrangements, credit insurance and credit default swaps.

At September 30, 2010, Con Edison and CECONY had \$172 million and \$24 million of credit exposure in connection with energy supply and hedging activities, net of collateral, respectively. Con Edison's net credit exposure consisted of \$107 million with investment-grade counterparties, and \$65 million primarily with commodity exchange brokers or independent system operators. CECONY's entire net credit exposure was with commodity exchange brokers.

Economic Hedges

The Companies enter into certain derivative instruments that do not qualify or are not designated as hedges under the accounting rules for derivatives and hedging. However, management believes these instruments represent economic hedges that mitigate exposure to fluctuations in commodity prices.

The fair values of the Companies' commodity derivatives at September 30, 2010 were:

| <i>(Millions of Dollars)</i> | Fair Value of Commodity Derivatives(a) | Con | CECONY |
|------------------------------|---|--------|--------|
| | Balance Sheet Location | Edison | |
| | Asset Derivatives | | |
| Current | Other current assets | \$ 234 | \$ 18 |
| Long term | Other deferred charges and non-current assets | 67 | 12 |
| Total asset derivatives | | \$ 301 | \$ 30 |
| Impact of netting | | (181) | 6 |
| Net asset derivatives | | \$ 120 | \$ 36 |
| | Liability Derivatives | | |
| Current | Fair value of derivative liabilities | \$ 538 | \$ |
| Current | Other current liabilities | | 192 |
| Long term | Fair value of derivative liabilities | 199 | 86 |
| Total liability derivatives | | \$ 737 | \$ 278 |
| Impact of netting | | (463) | (137) |
| Net liability derivatives | | \$ 274 | \$ 141 |

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- (a) Qualifying derivative contracts, which have been designated as normal purchases or normal sales contracts, are not reported at fair value under the accounting rules for derivatives and hedging and, therefore, are excluded from the table.

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The fair value of the Companies' commodity derivatives at December 31, 2009 were:

| <i>(Millions of Dollars)</i> | Fair Value of Commodity Derivatives(a) Balance Sheet Location | Con Edison | CECONY |
|------------------------------|--|-----------------------|---------------|
| | Asset Derivatives | | |
| Current | Fair value of derivative assets | \$ 213 | \$ 40 |
| Long term | Other deferred charges and non-current assets | 148 | 19 |
| Total asset derivatives | | \$ 361 | \$ 59 |
| Impact of netting | | (231) | (20) |
| Net asset derivatives | | \$ 130 | \$ 39 |
| | Liability Derivatives | | |
| Current | Fair value of derivative liabilities | \$ 401 | \$ 110 |
| Long term | Fair value of derivative liabilities | 226 | 86 |
| Total liability derivatives | | \$ 627 | \$ 196 |
| Impact of netting | | (393) | (107) |
| Net liability derivatives | | \$ 234 | \$ 89 |

(a) Qualifying derivative contracts, which have been designated as normal purchases or normal sales contracts, are not reported at fair value under the accounting rules for derivatives and hedging and, therefore, are excluded from the table.

The Utilities generally recover all of their prudently incurred fuel, purchased power and gas costs, including hedging gains and losses, in accordance with rate provisions approved by the applicable state utility commissions. See Recoverable Energy Costs in Note A to the financial statements in Item 8 of the Form 10-K. In accordance with the accounting rules for regulated operations, the Utilities record a regulatory asset or liability to defer recognition of unrealized gains and losses on their electric and gas derivatives. As gains and losses are realized in future periods, they will be recognized as purchased power, gas and fuel costs in the Companies' consolidated income statements. Con Edison's competitive energy businesses record realized and unrealized gains and losses on their derivative contracts in earnings in the reporting period in which they occur.

The following table presents the changes in the fair values of commodity derivatives that have been deferred or recognized in earnings for the three and nine months ended September 30, 2010:

**Realized and Unrealized Gains/(Losses) on Commodity Derivatives(a)
Deferred or Recognized in Income for the Three Months Ended September 30, 2010**

| <i>(Millions of Dollars)</i> | Balance Sheet Location | Con Edison | CECONY |
|---|----------------------------------|-----------------------|---------------|
| Pre-tax gains/(losses) deferred in accordance with accounting rules for regulated operations: | | | |
| Current | Other current liabilities | \$ (3) | \$ (3) |
| Total deferred losses | | \$ (3) | \$ (3) |
| Current | Other current assets | \$ (61) | \$ (54) |
| Current | Recoverable energy costs | (70) | (63) |
| Long term | Regulatory assets | 4 | 7 |
| Total deferred losses | | \$ (127) | \$ (110) |
| Net deferred losses | | \$ (130) | \$ (113) |
| | Income Statement Location | | |
| Pre-tax gain/(loss) recognized in income | | | |
| | Purchased power expense | \$ (26)(b) | \$ |
| | Gas purchased for resale | (1) | \$ |
| | Non-utility revenue | 4(b) | \$ |
| Total pre-tax gain/(loss) recognized in income | | \$ (23) | \$ |

- (a) Qualifying derivative contracts, which have been designated as normal purchases or normal sales contracts, are not reported at fair value under the accounting rules for derivatives and hedging and, therefore, are excluded from the table.
- (b) For the three months ended September 30, 2010, Con Edison recorded in non-utility operating revenues and purchased power expense an unrealized pre-tax gain/(loss) of \$(3)million and \$(34) million, respectively.

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**Realized and Unrealized Gains/(Losses) on Commodity Derivatives(a)
Deferred or Recognized in Income for the Nine Months Ended September 30, 2010**

| <i>(Millions of Dollars)</i> | Balance Sheet Location | Con Edison | CECONY |
|---|-------------------------------|-------------------|---------------|
| Pre-tax gains/(losses) deferred in accordance with accounting rules for regulated operations: | | | |
| Current | Other current liabilities | \$ (8) | \$ (8) |
| Total deferred losses | | \$ (8) | \$ (8) |
| Current | Other current assets | \$ (127) | \$ (114) |
| Current | Recoverable energy costs | \$ (205) | \$ (172) |
| Long term | Regulatory assets | \$ (19) | \$ (11) |
| Total deferred losses | | \$ (351) | \$ (297) |
| Net deferred losses | | \$ (359) | \$ (305) |
| Income Statement Location | | | |
| Pre-tax gain/(loss) recognized in income | | | |
| | Purchased power expense | \$ (132) | \$ |
| | Gas purchased for resale | (7) | |
| | Non-utility revenue | 21(b) | |
| Total pre-tax gain/(loss) recognized in income | | \$ (118) | \$ |

(a) Qualifying derivative contracts, which have been designated as normal purchases or normal sales contracts, are not reported at fair value under the accounting rules for derivatives and hedging and, therefore, are excluded from the table.

(b) For the nine months ended September 30, 2010, Con Edison recorded in non-utility operating revenues and purchased power expense an unrealized pre-tax gain/(loss) of \$(1) million and \$(34) million, respectively.

The following table presents the changes in the fair values of commodity derivatives that have been deferred or recognized in earnings for the three and nine months ended September 30, 2009:

**Realized and Unrealized Gains/(Losses) on Commodity Derivatives(a)
Deferred or Recognized in Income for the Three Months Ended September 30, 2009**

| <i>(Millions of Dollars)</i> | Balance Sheet Location | Con Edison | Con Edison of New York |
|---|-------------------------------|-------------------|-------------------------------|
| Pre-tax gains/(losses) deferred in accordance with accounting rules for regulated operations: | | | |
| Current | Deferred derivative gains | \$ 4 | \$ 4 |
| Long term | Regulatory liabilities | 2 | |
| Total deferred gains | | \$ 6 | \$ 4 |
| Current | Deferred derivative losses | \$ 111 | \$ 97 |
| Current | Recoverable energy costs | \$ (158) | \$ (134) |
| Long term | Regulatory assets | \$ 29 | \$ 21 |
| Total deferred losses | | \$ (18) | \$ (16) |
| Net deferred losses | | \$ (12) | \$ (12) |
| Income Statement Location | | | |
| Pre-tax gain/(loss) recognized in income | | | |
| | Purchased power expense | \$ (176) | \$ |
| | Gas purchased for resale | (9) | |
| | Non-utility revenue | 27(b) | |
| Total pre-tax gain/(loss) recognized in income | | \$ (158) | \$ |

(a) Qualifying derivative contracts, which have been designated as normal purchases or normal sales contracts, are not reported at fair value under the accounting rules for derivatives and hedging and, therefore, are excluded from the table.

(b) For the three months ended September 30, 2009, Con Edison recorded in non-utility operating revenues an unrealized pre-tax gain of \$28 million.

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Realized and Unrealized Gains/(Losses) on Commodity Derivatives(a)

Deferred or Recognized in Income for the Nine Months Ended September 30, 2009

| <i>(Millions of Dollars)</i> | Balance Sheet Location | Con Edison | Con Edison of New York |
|---|-------------------------------|-------------------|-------------------------------|
| Pre-tax gains/(losses) deferred in accordance with accounting rules for regulated operations: | | | |
| Current | Deferred derivative gains | \$ (9) | \$ (9) |
| Long term | Regulatory liabilities | 3 | |
| Total deferred gains | | \$ (6) | \$ (9) |
| Current | Deferred derivative losses | \$ 136 | \$ 136 |
| Current | Recoverable energy costs | \$ (462) | \$ (394) |
| Long term | Regulatory assets | \$ 8 | \$ 4 |
| Total deferred losses | | \$ (318) | \$ (254) |
| Net deferred losses | | \$ (324) | \$ (263) |
| Income Statement Location | | | |
| Pre-tax gain/(loss) recognized in income | | | |
| | Purchased power expense | \$ (432) | \$ |
| | Gas purchased for resale | (7) | |
| | Non-utility revenue | (5)(b) | |
| Total pre-tax gain/(loss) recognized in income | | \$ (444) | \$ |

(a) Qualifying derivative contracts, which have been designated as normal purchases or normal sales contracts, are not reported at fair value under the accounting rules for derivatives and hedging and, therefore, are excluded from the table.

(b) For the nine months ended September 30, 2009, Con Edison recorded in non-utility operating revenues an unrealized pre-tax gain of \$2 million.

As of September 30, 2010, Con Edison had 1,475 contracts, including 693 CECONY contracts, which were considered to be derivatives under the accounting rules for derivatives and hedging (excluding qualifying derivative contracts, which have been designated as normal purchases or normal sales contracts). The following table presents the number of contracts by commodity type:

| | Electric Derivatives | | | | Gas Derivatives | | Total Number of Contracts(a) |
|------------|--------------------------------------|----------------|--|---------------|-------------------------------|----------------|-------------------------------------|
| | Number of Energy Contracts(a) | MWhs(b) | Number of Capacity Contracts(a) | MWs(b) | Number of Contracts(a) | Dths(b) | |
| Con Edison | 690 | 18,268,063 | 63 | 9,075 | 722 | 141,570,000 | 1,475 |
| CECONY | 137 | 3,738,600 | | | 556 | 131,790,000 | 693 |

(a) Qualifying derivative contracts, which have been designated as normal purchases or normal sales contracts, are not reported at fair value under the accounting rules for derivatives and hedging and, therefore, are excluded from the table.

(b) Volumes are reported net of long and short positions.

The Companies also enter into electric congestion and gas basis swap contracts to hedge the congestion and transportation charges which are associated with electric and gas contracts and hedged volumes.

The collateral requirements associated with, and settlement of, derivative transactions are included in net cash flows from operating activities in the Companies consolidated statement of cash flows. Most derivative instrument contracts contain provisions that may require the Companies to provide collateral on derivative instruments in net liability positions. The amount of collateral to be provided will depend on the fair value of the derivative instruments and the Companies credit ratings.

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The aggregate fair value of all derivative instruments with credit-risk-related contingent features that are in a net liability position and collateral posted at September 30, 2010, and the additional collateral that would have been required to be posted had the lowest applicable credit rating been reduced one level and to below investment grade were:

| <i>(Millions of Dollars)</i> | Con Edison(a) | CECONY(a) |
|--|----------------------|------------------|
| Aggregate fair value net liabilities | \$ 443 | \$ 180 |
| Collateral posted | \$ 240 | \$ 92(b) |
| Additional collateral(c) (downgrade one level from current ratings(d)) | \$ 53 | \$ 35 |
| Additional collateral(c) (downgrade to below investment grade from current ratings(d)) | \$ 324(e) | \$ 103 |

- (a) Non-derivative transactions for the purchase and sale of electricity and gas and qualifying derivative instruments, which have been designated as normal purchases or normal sales, are excluded from the table. These transactions primarily include purchases of electricity from independent system operators. In the event the Utilities and Con Edison's competitive energy businesses were no longer extended unsecured credit for such purchases, the Companies would be required to post collateral, which at September 30, 2010, would have amounted to an estimated \$191 million for Con Edison, including \$50 million for CECONY. For certain other such non-derivative transactions, the Companies could be required to post collateral under certain circumstances, including in the event counterparties had reasonable grounds for insecurity.
- (b) Across the Utilities' energy derivative positions, credit limits for the same counterparties are generally integrated. At September 30, 2010, the Utilities posted combined collateral of \$126 million, including an estimated \$34 million attributable to O&R.
- (c) The Companies measure the collateral requirements by taking into consideration the fair value amounts of derivative instruments that contain credit-risk-related contingent features that are in a net liabilities position plus amounts owed to counterparties for settled transactions and amounts required by counterparties for minimum financial security. The fair value amounts represent unrealized losses, net of any unrealized gains where the Companies have a legally enforceable right of setoff.
- (d) The current ratings are Moody's, S&P and Fitch long-term credit rating of, as applicable, Con Edison (Baa1/BBB+/BBB+), CECONY (A3/A-/A-) or O&R (Baa1/A-/A-). Credit ratings assigned by rating agencies are expressions of opinions that are subject to revision or withdrawal at any time by the assigning rating agency.
- (e) Derivative instruments that are net assets have been excluded from the table. At September 30, 2010, if Con Edison had been downgraded to below investment grade, it would have been required to post additional collateral for such derivative instruments of not more than \$20 million.

Interest Rate Swaps

O&R has an interest rate swap related to its Series 1994A Debt (which debt was cancelled in August 2010, see Note C). O&R pays a fixed-rate of 6.09 percent and receives a LIBOR-based variable rate. The fair value of this interest rate swap at September 30, 2010 was an unrealized loss of \$12 million, which has been included in Con Edison's consolidated balance sheet as a noncurrent liability/fair value of derivative liabilities and a regulatory asset. There was no material change in the fair value of the swap for the three and nine months ended September 30, 2010. In the event O&R's credit rating was downgraded to BBB- or lower by Standard & Poor's Rating Services or Baa3 or lower by Moody's Investors Service, the swap counterparty could elect to terminate the agreement and, if it did so, the parties would then be required to settle the transaction.

Note L Fair Value Measurements

Effective January 1, 2010, the Companies adopted Accounting Standards Update (ASU) No. 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements, except as discussed below. This update requires the Companies to disclose significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. The guidance also clarifies level of disaggregation and disclosure requirements about inputs and valuation techniques used to measure fair value for both recurring and nonrecurring fair value measurements and the meaning of a class of assets and liabilities. In addition, the update requires the Companies to present information about purchases, sales, issuances, and settlements on a gross basis in the reconciliation for fair value measurements using significant unobservable inputs (Level 3). This disclosure is effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years.

The accounting rules for fair value measurements and disclosures established a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value in three broad levels. The rules require that assets and liabilities be classified in their entirety based on the level of input that is significant to the fair value measurement. Assessing the significance of a particular input may require judgment considering factors specific to the asset or liability, and may affect the valuation of the asset or liability and their placement within the fair value hierarchy.

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See Note P to the financial statements in Item 8 of the Form 10-K for how the Companies classify fair value balances based on the fair value hierarchy.

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The valuation technique used by the Companies with regard to commodity derivatives and other assets that fall into either Level 2 or Level 3 is the market approach, which uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The valuation technique used by the Companies with regard to the interest rate contract that falls into Level 3 is the income approach which uses valuation techniques to convert future income stream amounts to a single amount in present value terms.

Assets and liabilities measured at fair value on a recurring basis as of September 30, 2010 are summarized below.

| <i>(Millions of Dollars)</i> | Level 1 | | Level 2 | | Level 3 | | Netting Adjustments(4) | | Total | |
|------------------------------|---------------|--------|---------------|--------|---------------|--------|---------------------------|----------|---------------|--------|
| | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY |
| Derivative assets: | | | | | | | | | | |
| Commodity | \$ 1 | \$ | \$ 75 | \$ 8 | \$ 212 | \$ 12 | \$ (167) | \$ 16 | \$ 121 | \$ 36 |
| Commodity(1) | \$ 1 | \$ | \$ 75 | \$ 8 | \$ 212 | \$ 12 | \$ (167) | \$ 16 | \$ 121 | \$ 36 |
| Other assets(3) | 57 | 57 | | | 96 | 87 | | | 153 | 144 |
| Total | \$ 58 | \$ 57 | \$ 75 | \$ 8 | \$ 308 | \$ 99 | \$ (167) | \$ 16 | \$ 274 | \$ 180 |
| Derivative liabilities: | | | | | | | | | | |
| Commodity | \$ 10 | \$ 8 | \$ 356 | \$ 209 | \$ 358 | \$ 51 | \$ (449) | \$ (127) | \$ 275 | \$ 141 |
| Transfers in(5) (7) | | | (9) | (9) | (11) | (11) | | | (20) | (20) |
| Transfers out(5) (7) | | | 11 | 11 | 9 | 9 | | | 20 | 20 |
| Commodity(1) | \$ 10 | \$ 8 | \$ 358 | \$ 211 | \$ 356 | \$ 49 | \$ (449) | \$ (127) | \$ 275 | \$ 141 |
| Interest rate contract(2) | | | | | 12 | | | | 12 | |
| Total | \$ 10 | \$ 8 | \$ 358 | \$ 211 | \$ 368 | \$ 49 | \$ (449) | \$ (127) | \$ 287 | \$ 141 |

- (1) A significant portion of the commodity derivative contracts categorized in Level 3 is valued using either an industry acceptable model or an internally developed model with observable inputs. The models also include some less readily observable inputs resulting in the classification of the entire contract as Level 3. See Note K.
- (2) See Note K.
- (3) Other assets are comprised of assets such as life insurance contracts within the Deferred Income Plan and Supplemental Retirement Income Plans, held in rabbi trusts.
- (4) Amounts represent the impact of legally-enforceable master netting agreements that allow the Companies to net gain and loss positions and cash collateral held or placed with the same counterparties.
- (5) The Companies' policy is to recognize transfers into and transfers out of the levels at the end of the reporting period.
- (6) Transferred from Level 2 to Level 3 because of reassessment of the levels in the fair value hierarchy within which certain inputs fall.
- (7) Transferred from Level 3 to Level 2 because of availability of observable market data due to decrease in the terms of certain contracts from beyond one year as of June 30, 2010 to less than one year as of September 30, 2010.

Assets and liabilities measured at fair value on a recurring basis as of December 31, 2009 are summarized below.

| <i>(Millions of Dollars)</i> | Level 1 | | Level 2 | | Level 3 | | Netting Adjustments(4) | | Total | |
|------------------------------|---------------|--------|---------------|--------|---------------|--------|---------------------------|---------|---------------|--------|
| | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY |
| Derivative assets: | | | | | | | | | | |
| Commodity(1) | \$ 3 | \$ 3 | \$ 92 | \$ 21 | \$ 201 | \$ 17 | \$ (166) | \$ (2) | \$ 130 | \$ 39 |
| Other assets(3) | 36 | 36 | | | 92 | 83 | | | 128 | 119 |
| Total | \$ 39 | \$ 39 | \$ 92 | \$ 21 | \$ 293 | \$ 100 | \$ (166) | \$ (2) | \$ 258 | \$ 158 |
| Derivative liabilities: | | | | | | | | | | |
| Commodity(1) | \$ 6 | \$ 1 | \$ 296 | \$ 155 | \$ 260 | \$ 22 | \$ (328) | \$ (89) | \$ 234 | \$ 89 |
| Interest rate contract(2) | | | | | 11 | | | | 11 | |
| Total | \$ 6 | \$ 1 | \$ 296 | \$ 155 | \$ 271 | \$ 22 | \$ (328) | \$ (89) | \$ 245 | \$ 89 |

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- (1) A significant portion of the commodity derivative contracts categorized in Level 3 is valued using either an industry acceptable model or an internally developed model with observable inputs. The models also include some less readily observable inputs resulting in the classification of the entire contract as Level 3. See Note O to the financial statements in Item 8 of the Form 10-K.
- (2) See Note O to the financial statements in Item 8 of the Form 10-K.
- (3) Other assets are comprised of assets such as life insurance contracts within the Deferred Income Plan and Supplemental Retirement Income Plans, held in rabbi trusts.
- (4) Amounts represent the impact of legally-enforceable master netting agreements that allow the Companies to net gain and loss positions and cash collateral held or placed with the same counterparties.

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The table listed below provides a reconciliation of the beginning and ending net balances for assets and liabilities measured at fair value for the three and nine months ended September 30, 2010 and classified as Level 3 in the fair value hierarchy:

| | For the Three Months Ended September 30, 2010 | | | | | |
|------------------------------|---|---------------------------------|--|--|---|--|
| | Total Gains/(Losses) Realized and Unrealized | | | | | |
| <i>(Millions of Dollars)</i> | Beginning Balance as of July 1, 2010 | Included in Earnings | Included in Regulatory Assets and Liabilities | Purchases, Issuances, Sales and Settlements | Transfer In/Out of Level 3 | Ending Balance as of September 30, 2010 |
| Con Edison | | | | | | |
| Derivatives: | | | | | | |
| Commodity | \$ (101) | \$ (45) | \$ (12) | \$ 16 | \$ (2) | \$ (144) |
| Interest rate contract | (12) | | | | | (12) |
| Other(1) | 94 | | 2 | | | 96 |
| Total | \$ (19) | \$ (45) | \$ (10) | \$ 16 | \$ (2) | \$ (60) |
| CECONY | | | | | | |
| Derivatives: | | | | | | |
| Commodity | \$ (30) | \$ (7) | \$ (3) | \$ 5 | \$ (2) | \$ (37) |
| Other(1) | 85 | | 2 | | | 87 |
| Total | \$ 55 | \$ (7) | \$ (1) | \$ 5 | \$ (2) | \$ 50 |

(1) Amounts included in earnings are reported in investment and other income on the consolidated income statement.

| | For the Nine Months Ended September 30, 2010 | | | | | |
|------------------------------|---|---------------------------------|--|--|---|--|
| | Total Gains/(Losses) Realized and Unrealized | | | | | |
| <i>(Millions of Dollars)</i> | Beginning Balance as of January 1, 2010 | Included in Earnings | Included in Regulatory Assets and Liabilities | Purchases, Issuances, Sales and Settlements | Transfer In/Out of Level 3 | Ending Balance as of September 30, 2010 |
| Con Edison | | | | | | |
| Derivatives: | | | | | | |
| Commodity | \$ (59) | \$ (95) | \$ (55) | \$ 44 | \$ 21 | \$ (144) |
| Interest rate contract | (11) | (2) | (1) | 2 | | (12) |
| Other(1) | 92 | | 4 | | | 96 |
| Total | \$ 22 | \$ (97) | \$ (52) | \$ 46 | \$ 21 | \$ (60) |
| CECONY | | | | | | |
| Derivatives: | | | | | | |
| Commodity | \$ (5) | \$ (14) | \$ (37) | \$ (2) | \$ 21 | \$ (37) |
| Other(1) | 83 | | 4 | | | 87 |
| Total | \$ 78 | \$ (14) | \$ (33) | \$ (2) | \$ 21 | \$ (50) |

(1) Amounts included in earnings are reported in investment and other income on the consolidated income statement.

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The table listed below provides a reconciliation of the beginning and ending net balances for assets and liabilities measured at fair value for the three and nine months ended September 30, 2009 and classified as Level 3 in the fair value hierarchy:

| | For the Three Months Ended September 30, 2009 | | | | | |
|------------------------------|---|---------------------------------|--|--|---|--|
| | Total Gains/(Losses) Realized and Unrealized | | | | | |
| <i>(Millions of Dollars)</i> | Beginning Balance as of July 1, 2009 | Included in Earnings | Included in Regulatory Assets and Liabilities | Purchases, Issuances, Sales and Settlements | Transfer In/Out of Level 3 | Ending Balance as of September 30, 2009 |
| Con Edison | | | | | | |
| Derivatives: | | | | | | |
| Energy | \$ (85) | \$ (108) | \$ 56 | \$ 81 | \$ (1) | \$ (57) |
| Financial & other | (12) | | | | | (12) |
| Other | 82 | 3 | 3 | | | 88 |
| Total | \$ (15) | \$ (105) | \$ 59 | \$ 81 | \$ (1) | \$ 19 |
| Con Edison of New York | | | | | | |
| Derivatives: | | | | | | |
| Energy | \$ 2 | \$ (11) | \$ 28 | \$ 2 | \$ (1) | \$ 20 |
| Other | 74 | 3 | 2 | | | 79 |
| Total | \$ 76 | \$ (8) | \$ 30 | \$ 2 | \$ (1) | \$ 99 |

| | For the Nine Months Ended September 30, 2009 | | | | | |
|------------------------------|---|---------------------------------|--|--|---|--|
| | Total Gains/(Losses) Realized and Unrealized | | | | | |
| <i>(Millions of Dollars)</i> | Beginning Balance as of January 1, 2009 | Included in Earnings | Included in Regulatory Assets and Liabilities | Purchases, Issuances, Sales and Settlements | Transfer In/Out of Level 3 | Ending Balance as of September 30, 2009 |
| Con Edison | | | | | | |
| Derivatives: | | | | | | |
| Energy | \$ (50) | \$ (213) | \$ 5 | \$ 202 | \$ (1) | \$ (57) |
| Financial & other | (15) | | 3 | | | (12) |
| Other | 73 | 6 | 9 | | | 88 |
| Total | \$ 8 | \$ (207) | \$ 17 | \$ 202 | \$ (1) | \$ 19 |
| Con Edison of New York | | | | | | |
| Derivatives: | | | | | | |
| Energy | \$ 1 | \$ (17) | \$ 13 | \$ 24 | \$ (1) | \$ 20 |
| Other | 65 | 6 | 8 | | | 79 |
| Total | \$ 66 | \$ (11) | \$ 21 | \$ 24 | \$ (1) | \$ 99 |

For the Utilities, realized gains and losses on Level 3 commodity derivative assets and liabilities are reported as part of purchased power, gas and fuel costs. The Utilities generally recover these costs in accordance with rate provisions approved by the applicable state public utilities commissions. See Note A to the financial statements in Item 8 of the Form 10-K. Unrealized gains and losses for commodity derivatives are generally deferred on the consolidated balance sheet in accordance with the accounting rules for regulated operations.

For the competitive energy businesses, realized and unrealized gains and losses on Level 3 commodity derivative assets and liabilities are reported in non-utility revenues (\$14 million gain and \$68 million loss) and purchased power costs (\$33 million loss and immaterial) on the consolidated income statement for the three months ended September 30, 2010 and 2009, respectively. Realized and unrealized gains and losses on Level 3 commodity derivative assets and liabilities are reported in non-utility revenues (\$47 million gain and \$121 million loss) and purchased power costs (\$73 million loss and \$2 million loss) on the consolidated income statement for the nine months ended September 30, 2010 and 2009, respectively. The

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change in fair value relating to Level 3 commodity derivative assets and liabilities held at September 30, 2010 is included in non-utility revenues (\$3 million loss) and purchased power costs (\$22 million loss) on the consolidated income statement for the three months ended September 30, 2010. For the three months ended September 30, 2009, the change in fair value relating to Level 3 commodity derivative assets and liabilities included in non-utility revenues was a \$15 million loss and was immaterial in purchased power costs. The change in fair value relating to Level 3 commodity derivative assets and liabilities held at September 30, 2010 is included in non-utility revenues (\$2 million loss) and purchased power costs (\$29 million loss) on the consolidated income statement for the nine months ended September 30, 2010. For the nine months ended September 30, 2009, the change in fair value relating to Level 3 commodity derivative assets and liabilities included in non-utility revenues was a \$15 million loss and was immaterial in purchased power costs.

For the Utilities, realized and unrealized gains and losses on Level 3 other assets and liabilities were immaterial for the three months ended September 30, 2010 and a \$3 million gain, which is reported in investment and other income on the consolidated income statement, for the three months ended September 30, 2009. Realized and unrealized gains and losses on Level 3 other assets and liabilities were immaterial for the nine months ended September 30, 2010 and a \$6 million gain, which is reported in investment and other income on the consolidated income statement for the nine months ended September 30, 2009.

Note M Variable Interest Entities

Reference is made to Notes Q and T to the financial statements in Item 8 of the Form 10-K and Note L to the financial statements in Part I, Item 1 of the First Quarter Form 10-Q and Second Quarter Form 10-Q.

Note N New Financial Accounting Standards

Reference is made to Note T to the financial statements in Item 8 of the Form 10-K and Note M to the financial statements in Part I, Item 1 of the First Quarter Form 10-Q and Second Quarter Form 10-Q.

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Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

This combined management's discussion and analysis of financial condition and results of operations (MD&A) relates to the consolidated financial statements (the Third Quarter Financial Statements) included in this report of two separate registrants: Consolidated Edison, Inc. (Con Edison) and Consolidated Edison Company of New York, Inc. (CECONY) and should be read in conjunction with the financial statements and the notes thereto. As used in this report, the term the Companies refers to Con Edison and CECONY. CECONY is a subsidiary of Con Edison and, as such, information in this MD&A about CECONY applies to Con Edison.

This MD&A should be read in conjunction with the Third Quarter Financial Statements and the notes thereto, the MD&A in Item 7 of the Companies' combined Annual Report on Form 10-K for the year ended December 31, 2009 (File Nos. 1-14514 and 1-1217, the Form 10-K) and the MD&A in Part 1, Item 2 of the Companies' combined Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010 and June 30, 2010 (File Nos. 1-14514 and 1-1217, the First Quarter Form 10-Q and the Second Quarter Form 10-Q, respectively).

Information in any item of this report referred to in this discussion and analysis is incorporated by reference herein. The use of terms such as see or refer to shall be deemed to incorporate by reference into this discussion and analysis the information to which reference is made.

Overview

Consolidated Edison, Inc. (Con Edison), incorporated in New York State in 1997, is a holding company which owns all of the outstanding common stock of Consolidated Edison Company of New York, Inc. (CECONY), Orange and Rockland Utilities, Inc. (O&R) and its competitive energy businesses. As used in this report, the term the Utilities refers to CECONY and O&R.

CECONY's principal business operations are its regulated electric, gas and steam delivery businesses. O&R's principal business operations are its regulated electric and gas delivery businesses. The competitive energy businesses sell electricity to wholesale and retail customers, provide certain energy-related services, and participate in energy infrastructure projects. Con Edison is evaluating additional opportunities to invest in electric and gas-related businesses.

Con Edison's strategy is to provide reliable energy services, maintain public and employee safety, promote energy efficiency, and develop cost-effective ways of performing its business. Con Edison seeks to be a responsible steward of the environment and enhance its relationships with customers, regulators and members of the communities it serves.

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CECONY

Electric

CECONY provides electric service to approximately 3.3 million customers in all of New York City (except part of Queens) and most of Westchester County, an approximately 660 square mile service area with a population of more than nine million.

Gas

CECONY delivers gas to approximately 1.1 million customers in Manhattan, the Bronx and parts of Queens and Westchester County.

Steam

CECONY operates the largest steam distribution system in the United States by producing, purchasing and delivering more than 23,000 MMlbs of steam annually to approximately 1,760 customers in parts of Manhattan.

Orange and Rockland

Electric

O&R and its utility subsidiaries, Rockland Electric Company (RECO) and Pike County Power & Light Company (Pike) (together referred to herein as O&R) provide electric service to approximately 0.3 million customers in southeastern New York and in adjacent areas of northern New Jersey and northeastern Pennsylvania, an approximately 1,350 square mile service area.

Gas

O&R delivers gas to over 0.1 million customers in southeastern New York and adjacent areas of northeastern Pennsylvania.

Competitive Energy Businesses

Con Edison pursues competitive energy opportunities through three wholly-owned subsidiaries: Con Edison Solutions, Con Edison Energy and Con Edison Development. These businesses include the sales and related hedging of electricity to wholesale and retail customers, sales of certain energy-related products and services, and participation in energy infrastructure projects. At September 30, 2010, Con Edison's equity investment in its competitive energy businesses was \$290 million and their assets amounted to \$880 million.

Certain financial data of Con Edison's businesses is presented below:

| <i>(Millions of Dollars)</i> | Three Months Ended September 30, 2010 | | Nine Months Ended | | | | | | | |
|------------------------------|--|-----|--------------------------------------|-----------------------|----------|--------------------------------------|--------|-----|-----------|-----|
| | | | September 30, 2010 | | | At September 30, 2010 | | | | |
| | Operating Revenues | | Net Income for Common Stock | Operating Revenues | | Net Income for Common Stock | Assets | | | |
| Con Edison of New York | \$ 2,865 | 78% | \$ 332 | 95% | \$ 8,015 | 79% | \$ 709 | 93% | \$ 31,896 | 90% |
| O&R | 270 | 7% | 25 | 7% | 709 | 7% | 42 | 6% | 2,247 | 6% |
| Total Utilities | 3,135 | 85% | 357 | 102% | 8,724 | 86% | 751 | 99% | 34,143 | 96% |
| Con Edison Development | 1 | % | 1 | % | 1 | % | % | % | 462 | 1% |
| Con Edison Energy(a) | 122 | 3% | 3 | 1% | 332 | 3% | 10 | 1% | 138 | 1% |

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| | | | | | | | | | | |
|-------------------------|----------|------|--------|------|-----------|------|--------|------|-----------|------|
| Con Edison Solutions(a) | 464 | 13% | (7) | (2)% | 1,164 | 11% | 8 | 1% | 280 | 1% |
| Other(b) | (15) | (1)% | (4) | (1)% | (36) | % | (10) | (1)% | 429 | 1% |
| Total Con Edison | \$ 3,707 | 100% | \$ 350 | 100% | \$ 10,185 | 100% | \$ 759 | 100% | \$ 35,452 | 100% |

- (a) Net income from the competitive energy businesses for the three months ended September 30, 2010 includes \$(22) million of net after-tax mark-to-market gains/(losses) (Con Edison Energy, \$1 million and Con Edison Solutions, \$(23) million). Net income from the competitive energy businesses for the nine months ended September 30, 2010 includes \$(21) million of net after-tax mark-to-market gains/(losses) (Con Edison Energy, \$12 million and Con Edison Solutions, \$(33) million).
- (b) Represents inter-company and parent company accounting. See Results of Operations, below.

Con Edison's net income for common stock for the three months ended September 30, 2010 was \$350 million or \$1.24 a share compared with earnings of \$336 million or \$1.22 a share for the three months ended September 30, 2009. Con Edison's net income for common stock for the nine months ended September 30, 2010 was \$759 million or \$2.69 a share compared with earnings of \$666 million or \$2.43 a share for the nine months ended September 30, 2009. See Results of Operations Summary, below.

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Results of Operations Summary

Net income for common stock for the three and nine months ended September 30, 2010 and 2009 was as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|----------------------------------|---|---------------|--|---------------|
| | 2010 | 2009 | 2010 | 2009 |
| Con Edison of New York | \$ 332 | \$ 282 | \$ 709 | \$ 615 |
| O&R | 25 | 19 | 42 | 34 |
| Competitive energy businesses(a) | (3) | 38 | 18 | 27 |
| Other(b) | (4) | (3) | (10) | (10) |
| CON EDISON | \$ 350 | \$ 336 | \$ 759 | \$ 666 |

- (a) Includes \$(22) million and \$17 million of net after-tax mark-to-market gains/(losses) for the three months ended September 30, 2010 and 2009, respectively. Includes \$(21) million and \$1 million of net after-tax mark-to-market gains/(losses) for the nine months ended September 30, 2010 and 2009, respectively.
- (b) Represents inter-company and parent company accounting. See Results of Operations, below.

The results of operations for the three and nine months ended September 30, 2010, as compared with the 2009 period, reflect changes in the Utilities rate plans. These rate plans include an increase in the allowed electric return on common equity for CECONY. The rate plans provide for additional revenues to cover expected increases, discussed below, in certain operations and maintenance expenses, depreciation and property taxes and interest charges. The results of operations include the operating results of the competitive energy businesses, including net mark-to-market effects.

The increases in operations and maintenance expenses reflect higher costs for demand side management programs in the 2010 periods, offset in part by savings in certain operating expenses through cost control efforts. The increase in operations and maintenance expense for the nine months ended September 30, 2010 also reflects higher costs for pension and other post-retirement benefits. The increases also reflect higher New York State assessments that are collected from customers. Depreciation and property taxes were higher in the 2010 periods reflecting primarily the impact from higher utility plant balances.

The following table presents the estimated effect on earnings per share and net income for common stock for the 2010 period compared with the 2009 period, resulting from these and other major factors:

| | Three Months Ended Variation | | Nine Months Ended Variation | |
|---|-------------------------------------|--|------------------------------------|--|
| | 2010 vs. 2009 | | 2010 vs. 2009 | |
| | Earnings | Net Income for Common Stock Variation | Earnings | Net Income for Common Stock Variation |
| | per Share Variation | (Millions of Dollars) | per Share Variation | (Millions of Dollars) |
| CECONY(a) | | | | |
| Rate plans, primarily to recover increases in certain costs | \$ 0.39 | \$ 108 | \$ 1.12 | \$ 311 |

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| | | | | |
|---|----------------|--------------|----------------|--------------|
| Operations and maintenance expense | (0.14) | (38) | (0.49) | (135) |
| Depreciation and property taxes | (0.05) | (13) | (0.30) | (83) |
| Net interest expense | 0.01 | 3 | | |
| Other (includes dilutive effect of new stock issuances) | (0.07) | (10) | (0.06) | 1 |
| Total CECONY | 0.14 | 50 | 0.27 | 94 |
| Orange and Rockland Utilities (O&R) | 0.02 | 5 | 0.03 | 9 |
| Competitive energy businesses | | | | |
| Earnings excluding net mark-to-market effects | | (2) | 0.04 | 12 |
| Net mark-to-market effects(b) | (0.14) | (39) | (0.08) | (22) |
| Total competitive energy businesses | (0.14) | (41) | (0.04) | (10) |
| Other, including parent company expenses | | | | |
| Total variation | \$ 0.02 | \$ 14 | \$ 0.26 | \$ 93 |

- (a) Under the revenue decoupling mechanisms in CECONY's electric and gas rate plans and the weather-normalization clause applicable to the gas business, revenues are generally not affected by changes in delivery volumes from levels assumed when rates were approved. Under CECONY's rate plans, pension and other postretirement costs and certain other costs are reconciled to amounts reflected in rates for such costs.
- (b) For the three months ended September 30th, these variations reflect after-tax net mark-to-market losses of \$(22) million or \$(0.08) a share in 2010 and after-tax net mark-to-market gains of \$17 million or \$0.06 a share in 2009. For the nine months ended September 30th, the variations reflect after-tax net mark-to-market losses of \$(21) million in 2010 or \$(0.08) a share, and after-tax net mark-to-market gain of \$1 million or \$0.00 a share in 2009.

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See Results of Operations below for further discussion and analysis of results of operations.

Risk Factors

The Companies' businesses are influenced by many factors that are difficult to predict, and that involve uncertainties that may materially affect actual operating results, cash flows and financial condition. The factors include those described under Risk Factors in Item 1A of the Form 10-K.

Application of Critical Accounting Policies

The Companies' financial statements reflect the application of their accounting policies, which conform to accounting principles generally accepted in the United States of America. The Companies' critical accounting policies include industry-specific accounting applicable to regulated public utilities and accounting for pensions and other postretirement benefits, contingencies, long-lived assets, derivative instruments, goodwill and leases. See Application of Critical Accounting Policies in Item 7 of the Form 10-K.

Liquidity and Capital Resources

The Companies' liquidity reflects cash flows from operating, investing and financing activities, as shown on their respective consolidated statement of cash flows and as discussed below. See Liquidity and Capital Resources in Item 7 of the Form 10-K. Changes in the Companies' cash and temporary cash investments resulting from operating, investing and financing activities for the nine months ended September 30, 2010 and 2009 are summarized as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | | CECONY | | |
|--------------------------------|------------|----------|----------|---------|----------|----------|
| | 2010 | 2009 | Variance | 2010 | 2009 | Variance |
| Operating activities | \$ 971 | \$ 1,469 | \$ (498) | \$ 938 | \$ 1,326 | \$ (388) |
| Investing activities | (1,563) | (1,646) | 83 | (1,461) | (1,456) | (5) |
| Financing activities | 530 | 178 | 352 | 427 | 147 | 280 |
| Net change | (62) | 1 | (63) | (96) | 17 | (113) |
| Balance at beginning of period | 260 | 74 | 186 | 131 | 37 | 94 |
| Balance at end of period | \$ 198 | \$ 75 | \$ 123 | \$ 35 | \$ 54 | \$ (19) |

Cash Flows from Operating Activities

The Utilities' cash flows from operating activities reflect principally their energy sales and deliveries and cost of operations. The volume of energy sales and deliveries is dependent primarily on factors external to the Utilities, such as growth of customer demand, weather, market prices for energy, and economic conditions. Under the revenue decoupling mechanisms in the Utilities' electric and gas rate plans in New York, changes in delivery volumes from levels assumed when rates were approved may affect the timing of cash flows but not net income. See Note B to the financial statements in Item 8 of the Form 10-K. The prices at which the Utilities provide energy to their customers are determined in accordance with their rate agreements. In general, changes in the Utilities' cost of purchased power, fuel and gas may affect the timing of cash flows but not net income because the costs are recovered in accordance with rate agreements. See Recoverable Energy Costs in Note A to the financial statements in Item 8 of the Form 10-K.

Net income is the result of cash and non-cash (or accrual) transactions. Only cash transactions affect the Companies' cash flows from operating activities. Principal non-cash charges include depreciation, deferred income tax expense, and net derivative losses. Principal non-cash credits include amortizations of certain net regulatory liabilities and net derivative gains. Non-cash charges or credits may also be accrued under the revenue decoupling and cost reconciliation mechanisms in the Utilities' electric and gas rate plans in New York. See Rate Agreements in Note B to the financial statements in Item 8 of the Form 10-K.

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Net cash flows from operating activities for the nine months ended September 30, 2010 for Con Edison and CECONY were \$498 million and \$388 million lower, respectively, than in the 2009 period. The decreases in

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net cash flows reflect the January 2010 semi-annual payment of CECONY's New York City property taxes. A comparable semi-annual payment was not made in January 2009 because the company paid its 2008-2009 New York City fiscal year property taxes in July 2008. Net cash flows from operating activities for the 2010 period, compared to the 2009 period, included increased estimated income tax payments by Con Edison and CECONY of \$280 million and \$246 million, respectively, reflecting, among other things, the expiration of the bonus depreciation provisions of the American Recovery and Reinvestment Act of 2009. The Companies' 2010 estimated tax payments do not reflect the acceleration in the timing of deduction of certain repairs to utility plant or the bonus depreciation provisions of the Small Business Jobs Act of 2010 (which was signed into law in September 2010). See Other Changes in Assets and Liabilities Other Receivables, Prepayments and Deferred Income Taxes below).

The change in net cash flows also reflects the timing of payments for and recovery of energy costs. This timing issue is reflected within changes to accounts receivable customers, recoverable energy costs and accounts payable balances.

Cash Flows Used in Investing Activities

Net cash flows used in investing activities for the nine months ended September 30, 2010 for Con Edison and CECONY were \$83 million lower, and \$5 million higher, respectively, than in the 2009 period. The change reflects primarily decreased construction expenditures in 2010. The lower net cash flows used in investing activities for CECONY were offset in part by the repayment of loans by O&R to CECONY in the 2009 period. See Note S to the financial statements in Item 8 of the Form 10-K.

Cash Flows from Financing Activities

Net cash flows from financing activities for the nine months ended September 30, 2010 for Con Edison and CECONY were \$352 million and \$280 million higher, respectively, than in the 2009 period.

Net cash flows from financing activities during the nine months ended September 30, 2010 and 2009 reflect the following CECONY transactions:

2010

Issued \$350 million 4.45 percent 10-year debentures and \$350 million 5.70 percent 30-year debentures; and

Redeemed at maturity \$325 million 8.125 percent 10-year debentures and \$300 million 7.50 percent 10-year debentures.

2009

Issued \$275 million 5.55 percent 5-year debentures and \$475 million 6.65 percent 10-year debentures; and

Redeemed at maturity \$275 million 4.70 percent 5-year debentures.

Con Edison's net cash flows from financing activities for the nine months ended September 30, 2010 also reflect the following O&R transactions:

Issued \$55 million 2.50 percent 5-year debentures and \$115 million 5.50 percent 30-year debentures;

Redeemed in advance of maturity \$45 million 7.00 percent 30-year debentures that were due in 2029;

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Purchased and cancelled \$55 million variable rate, tax-exempt debt that was due in 2014; and

Redeemed at maturity \$55 million 7.50 percent 10-year debentures.

Cash flows from financing activities of the Companies also reflect commercial paper issuance (included on the consolidated balance sheets as Notes payable). The commercial paper amounts outstanding at September 30, 2010 and September 30, 2009 and the average daily balances for the nine months ended September 30, 2010 and 2009 for Con Edison and CECONY were as follows:

| <i>(Millions of Dollars, except Weighted Average Yield)</i> | 2010 | | 2009 | |
|---|--|------------------------|--|------------------------|
| | Outstanding at September 30 | YTD average | Outstanding at September 30 | YTD average |
| Con Edison | \$ 846 | \$ 429 | \$ 509 | \$ 276 |
| CECONY | \$ 832 | \$ 408 | \$ 427 | \$ 150 |
| Weighted average yield | 0.4% | 0.4% | 0.3% | 0.4% |

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Cash flows from financing activities for the nine months ended September 30, 2010 and 2009 also reflect the issuance of Con Edison common shares through its dividend reinvestment and employee stock plans (2010: 2,691,293 shares for \$78 million, 2009: 1,637,490 shares for \$25 million). In addition, as a result of the stock plan issuances, cash used to pay common stock dividends was reduced by \$36 million in both periods.

In October 2010, Con Edison issued 6.3 million common shares resulting in net proceeds of \$305 million, the proceeds of which were invested by Con Edison in CECONY.

Common stock issuances and external borrowings are sources of liquidity that could be affected by changes in credit ratings, financial performance and capital market conditions. For information about the Companies' credit ratings and certain financial ratios, see Capital Requirements and Resources - Capital Resources in Item 1 of the Form 10-K.

Other Changes in Assets and Liabilities

The following table shows changes in certain assets and liabilities at September 30, 2010, compared with December 31, 2009.

| <i>(Millions of Dollars)</i> | Con Edison 2010 vs. 2009 Variance | CECONY 2010 vs. 2009 Variance |
|---|--|--|
| Assets | | |
| Other receivables | \$ 124 | \$ (57) |
| Accounts receivable from affiliated companies | | 358 |
| Prepayments | 473 | 309 |
| Regulatory assets - current | 104 | 114 |
| Regulatory asset - unrecognized pension and other post-retirement benefit costs | (471) | (440) |
| Liabilities | | |
| Pension and retiree benefits | (537) | (493) |
| Deferred income tax and investment tax credits | 620 | 585 |

Other Receivables, Prepayments and Deferred Income Taxes

The increase in other receivables (for CECONY, accounts receivable from affiliated companies) reflects an increase in estimated federal income tax refunds receivable, reflecting among other things, the acceleration in the timing of deduction of certain repairs to utility plant and the bonus depreciation provisions of the American Recovery and Reinvestment Act of 2009. See Note I to the Third Quarter Financial Statements.

The increase in prepayments reflects the portion allocable to the 2010 fourth quarter of the \$597 million July 2010 semi-annual payment of New York City property taxes. The increase also reflects \$183 million of estimated federal income tax payments that the Companies made which are no longer expected to be required for payment of the Companies' 2010 federal income tax liability. The Companies expect a lower than previously forecasted 2010 federal income tax liability as a result of the bonus depreciation provisions of the Small Business Jobs Act of 2010 (which was signed into law in September 2010) that permit the deduction of an incremental 50 percent of qualifying 2010 capital expenditures.

The increase in the liability for deferred income taxes reflects these federal income tax developments.

Regulatory Assets - Current

The increase in regulatory assets - current reflects an increase in deferred derivative losses - current (\$127 million for Con Edison and \$114 million for CECONY) reflecting primarily the impact of the maturity of certain contract positions, which were outstanding at December 31, 2009 and the timing of entering into new positions in 2010, offset in part by a

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decrease in the recoverable energy costs current for O&R. See Regulatory Assets and Liabilities in Note B to the Third Quarter Financial Statements.

Regulatory Asset for Unrecognized Pension and Other Post-Retirement Benefit Costs and Non-Current Liability for Pension and Retiree Benefits

The decreases in the regulatory asset for unrecognized pension and other post-retirement benefit costs and the non-current liability for pension and retiree benefits reflects the final actuarial valuation of the underfunding of the pension and other retiree benefit plans as measured at December 31, 2009 in accordance with the accounting rules for pensions and the year-to-date amortization of accounting costs. The decrease in the non-current liability for pension and retiree benefits also reflects the contributions to the pension plan made by CECONY in the first nine months of the year. See Notes B, E and F to the financial statements in Item 8 of the Form 10-K and Note E to the Third Quarter Financial Statements.

Capital Requirements and Resources

At September 30, 2010, there was no material change in the Companies capital requirements and resources compared to those disclosed under Capital Requirements and Resources Capital Requirements and Capital Requirement and Resources Capital Resources in Item 1 of the Form 10-K, other than as described below and in Note C to the Third Quarter Financial Statements.

Con Edison expects that its actual construction expenditures for 2010 will be approximately \$160 million (including \$85 million for CECONY) less than estimated under Capital Requirements in Item 1 of the Form 10-K. The Companies expect to realize tax benefits of approximately \$500 million over the next few months that will result in more than previously anticipated cash flows from operating activities. These tax benefits reflect, among other things, the acceleration of the timing of the deduction for income tax purposes of certain repairs to utility plant and bonus depreciation provisions of both the American Recovery and Reinvestment Act of 2009 and the Small Business Jobs Act of 2010 (see Other Changes in Assets and Liabilities Other Receivables, Prepayments and Deferred Income Taxes, above). The Utilities do not anticipate the need to issue any additional long-term debt to fund their capital requirements for the remainder of 2010. CECONY is considering issuing additional long-term debt to refund certain outstanding securities.

CECONY is in the process of reviewing its capital requirements for 2011 and 2012 and expects to defer certain projects which had estimated construction expenditures of \$75 million and \$200 million in 2011 and 2012, respectively. CECONY expects that its construction expenditures for 2011 and 2012 will decrease from the amounts estimated under Capital Requirements in Item 1 of the Form 10-K.

In October 2010, Fitch reduced its rating of O&R's senior unsecured debt from A to A-. See Capital Requirements and Resources Capital Resources in Item 1 of the Form 10-K.

For each of the Companies, the ratio of earnings to fixed charges (Securities and Exchange Commission basis) for the nine months ended September 30, 2010 and 2009 and the 12 months ended December 31, 2009 was:

| | Earnings to Fixed Charges (Times) | | |
|------------|-----------------------------------|--------------------------|--------------------------|
| | For the Nine Months | For the Nine Months | For the Twelve Months |
| | Ended September 30, 2010 | Ended September 30, 2009 | Ended December 31, 2009 |
| Con Edison | 3.4 | 3.1 | 3.0 |
| CECONY | 3.6 | 3.2 | 3.1 |

For each of the Companies, the common equity ratio at September 30, 2010 and December 31, 2009 was:

Common Equity Ratio

| | (Percent of total capitalization) | |
|------------|-----------------------------------|----------------------|
| | September 30, 2010 | December 31, 2009 |
| Con Edison | 49.4 | 50.5 |
| CECONY | 49.1 | 50.3 |

Contractual Obligations

At September 30, 2010, there were no material changes in the Companies' aggregate obligation to make payments pursuant to contracts compared to those discussed under Capital Requirements and Resources Contractual Obligations in Item 1 of the Form 10-K.

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Electric Power Requirements

At September 30, 2010, there were no material changes in the Companies' electric power requirements compared to those disclosed under Electric Operations - Electric Supply in Item 1 of the Form 10-K.

Regulatory Matters

At September 30, 2010, there were no material changes in the Companies' regulatory matters compared to those disclosed under Utility Regulation in Item 1 of the Form 10-K and Rate Agreements in Note B to the financial statements in Item 8 of the Form 10-K, other than as described in Note B to the Third Quarter Financial Statements.

Financial and Commodity Market Risks

The Companies are subject to various risks and uncertainties associated with financial and commodity markets. The most significant market risks include interest rate risk, commodity price risk, credit risk and investment risk. At September 30, 2010, there were no material changes in the Companies' financial and commodity market risks compared to those discussed under Financial and Commodity Market Risks in Item 7 of the Form 10-K, other than as described below and in Note K to the Third Quarter Financial Statements.

Commodity Price Risk

Con Edison's commodity price risk relates primarily to the purchase and sale of electricity, gas and related derivative instruments. The Utilities and Con Edison's competitive energy businesses have risk management strategies to mitigate their related exposures. See Note K to the Third Quarter Financial Statements.

Con Edison estimates that, as of September 30, 2010, a 10 percent decline in market prices would result in a decline in fair value of \$96 million for the derivative instruments used by the Utilities to hedge purchases of electricity and gas, of which \$74 million is for CECONY and \$22 million is for O&R. Con Edison expects that any such change in fair value would be largely offset by directionally opposite changes in the cost of the electricity and gas purchased. In accordance with provisions approved by state regulators, the Utilities generally recover from customers the costs they incur for energy purchased for their customers, including gains and losses on certain derivative instruments used to hedge energy purchased and related costs. See Recoverable Energy Costs in Note A to the financial statements in Item 8 of the Form 10-K.

Con Edison's competitive energy businesses use a value-at-risk (VaR) model to assess the market risk of their electricity and gas commodity fixed-price purchase and sales commitments, physical forward contracts and commodity derivative instruments. VaR represents the potential change in fair value of instruments or the portfolio due to changes in market factors, for a specified time period and confidence level. These businesses estimate VaR across their electricity and natural gas commodity businesses using a delta-normal variance/covariance model with a 95 percent confidence level. Since the VaR calculation involves complex methodologies and estimates and assumptions that are based on past experience, it is not necessarily indicative of future results. VaR for transactions associated with hedges on commodity contracts, assuming a one-day holding period, for the nine months ended September 30, 2010 and the year ended December 31, 2009, was as follows:

| | September 30, 2010 | December 31, 2009 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| 95% Confidence Level, One-Day Holding Period | | |
| Average for the period | 1 | 1 |
| High | 1 | 2 |
| Low | | |

Credit Risk

The Companies are exposed to credit risk related to transactions entered into primarily for the various energy supply and hedging activities by the Utilities and the competitive energy businesses. Credit risk relates to the loss that may result from a counterparty's nonperformance. The Companies use credit policies to manage this risk, including an established credit approval process, monitoring of counterparty limits, netting

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provisions within agreements and collateral or prepayment arrangements, credit insurance and credit default swaps. The Companies measure credit risk exposure as the replacement cost for open energy commodity and derivative positions plus amounts

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owed from counterparties for settled transactions. The replacement cost of open positions represents unrealized gains, net of any unrealized losses where the Companies have a legally enforceable right of setoff. See **Credit Exposure** in Note K to the Third Quarter Financial Statements.

Environmental Matters

For information concerning climate change, environmental sustainability, potential liabilities arising from laws and regulations protecting the environment and other environmental matters, see **Environmental Matters** in Item 1 of the Form 10-K and Notes G and H to the Third Quarter Financial Statements.

Impact of Inflation

The Companies are affected by the decline in the purchasing power of the dollar caused by inflation. Regulation permits the Utilities to recover, through depreciation, only the historical cost of their plant assets even though in an inflationary economy the cost to replace the assets upon their retirement will substantially exceed historical costs. The impact is, however, partially offset by the repayment of the Companies' long-term debt in dollars of lesser value than the dollars originally borrowed.

Material Contingencies

For information concerning potential liabilities arising from the Companies' material contingencies, see **Application of Critical Accounting Policies - Accounting for Contingencies**, in Item 7 of the Form 10-K and Notes B, G and H to the Third Quarter Financial Statements.

Results of Operations

Results of operations reflect, among other things, the Companies' accounting policies (see **Application of Critical Accounting Policies** in Item 7 of the Form 10-K) and rate plans that cover the rates the Utilities can charge their customers (see **Utility Regulation** in Item 1 of the Form 10-K). Under the revenue decoupling mechanisms currently applicable to the Utilities' electric and gas businesses in New York, revenues will generally not be affected by changes in delivery volumes from levels assumed when rates were approved. Revenues for CECONY's steam business and O&R's other utility businesses are affected by changes in delivery volumes resulting from weather, economic conditions and other factors. See Note B to the Third Quarter Financial Statements.

The results of operations for the three and nine months ended September 30, 2010, as compared with the 2009 period, reflect changes in the Utilities' rate plans. These rate plans include an increase in the allowed electric return on common equity for CECONY. The rate plans provide for additional revenues to cover expected increases, discussed below, in certain operations and maintenance expenses, depreciation and property taxes and interest charges. The results of operations include the operating results of the competitive energy businesses, including net mark-to-market effects.

The increases in operations and maintenance expenses reflect higher costs for demand side management programs in the 2010 periods, offset in part by savings in certain operating expenses through cost control efforts. The increase in operations and maintenance expense for the nine months ended September 30, 2010 also reflects higher costs for pension and other post-retirement benefits. The increases also reflect higher New York State assessments that are collected from customers. Depreciation and property taxes were higher in the 2010 periods reflecting primarily the impact from higher utility plant balances. For additional information about major factors affecting earnings, see **Results of Operations Summary**, above.

In general, the Utilities recover on a current basis the fuel, gas purchased for resale and purchased power costs they incur in supplying energy to their full-service customers (see **Recoverable Energy Costs** in Note A and **Regulatory Matters** in Note B to the financial statements in Item 8 of the Form 10-K). Accordingly, such costs do not generally affect the Companies' results of operations. Management uses the term **net revenues** (operating revenues less such costs) to identify changes in operating revenues that may affect the Companies' results of operations. Management believes that, although **net revenues** may not be a measure determined in accordance with accounting principles generally accepted in the United States of

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America, the measure facilitates the analysis by management and investors of the Companies' results of operations.

Con Edison's principal business segments are CECONY's regulated electric, gas and steam utility activities, O&R's regulated electric and gas utility activities and Con Edison's competitive energy businesses. CECONY's principal business segments are its regulated electric, gas and steam utility activities. A discussion of the results of operations by principal business segment for the three and nine months ended September 30, 2010 and 2009 follows. For additional business segment financial information, see Note J to the Third Quarter Financial Statements.

Three Months Ended September 30, 2010 Compared with Three Months Ended September 30, 2009

The Companies' results of operations (which were discussed above under Results of Operations Summary) in 2010 compared with 2009 were:

| <i>(Millions of Dollars)</i> | CECONY | | O&R | | Competitive Energy Businesses and Other** | | Con Edison* | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|---------|
| | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | |
| | Amount | Percent | Amount | Percent | Amount | Percent | Amount | Percent |
| Operating revenues | \$ 210 | 7.9% | \$ 35 | 14.9% | \$ (27) | (4.5)% | \$ 218 | 6.2% |
| Purchased power | 11 | 1.5 | 20 | 19.6 | 56 | 11.6 | 87 | 6.5 |
| Fuel | 22 | 26.5 | N/A | N/A | 1 | Large | 23 | 27.7 |
| Gas purchased for resale | (13) | (17.1) | (3) | (23.1) | | | (16) | (18.0) |
| Operating revenues less purchased power, fuel and gas purchased for resale (net revenues) | 190 | 10.9 | 18 | 15.0 | (84) | (72.4) | 124 | 6.3 |
| Other operations and maintenance | 64 | 11.2 | 3 | 4.7 | (5) | (12.8) | 62 | 9.2 |
| Depreciation and amortization | 10 | 5.3 | 1 | 10.0 | | | 11 | 5.5 |
| Taxes, other than income taxes | 29 | 7.2 | 1 | 9.1 | 1 | 25.0 | 31 | 7.4 |
| Operating income | 87 | 15.0 | 13 | 37.1 | (80) | Large | 20 | 2.9 |
| Other income less deductions | (2) | (25.0) | | | 8 | Large | 6 | Large |
| Net interest expense | (2) | (1.4) | 4 | 80.0 | | | 2 | 1.3 |
| Income before income tax expense | 87 | 19.6 | 9 | 29.0 | (72) | Large | 24 | 4.5 |
| Income tax expense | 37 | 23.3 | 3 | 25.0 | (30) | Large | 10 | 5.1 |
| Net income for common stock | \$ 50 | 17.7% | \$ 6 | 31.6% | \$ (42) | Large | \$ 14 | 4.2% |

* Represents the consolidated financial results of Con Edison and its businesses.

** Includes inter-company and parent company accounting.

CECONY

| <i>(Millions of Dollars)</i> | Three Months Ended September 30, 2010 | | | | Three Months Ended September 30, 2009 | | | | 2010-2009 Variation |
|-------------------------------|--|--------|-------|----------|--|--------|-------|----------|------------------------|
| | Electric | Gas | Steam | Total | Electric | Gas | Steam | Total | |
| Operating revenues | \$ 2,570 | \$ 204 | \$ 91 | \$ 2,865 | \$ 2,395 | \$ 183 | \$ 77 | \$ 2,655 | \$ 210 |
| Purchased power | 753 | | 11 | 764 | 744 | | 9 | 753 | 11 |
| Fuel | 75 | | 30 | 105 | 57 | | 26 | 83 | 22 |
| Gas purchased for resale | | 63 | | 63 | | 76 | | 76 | (13) |
| Net revenues | 1,742 | 141 | 50 | 1,933 | 1,594 | 107 | 42 | 1,743 | 190 |
| Operations and maintenance | 506 | 85 | 46 | 637 | 462 | 68 | 43 | 573 | 64 |
| Depreciation and amortization | 156 | 26 | 16 | 198 | 149 | 24 | 15 | 188 | 10 |

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| | | | | | | | | | |
|--------------------------------|---------------|----------------|----------------|---------------|---------------|----------------|----------------|---------------|--------------|
| Taxes, other than income taxes | 365 | 46 | 21 | 432 | 342 | 43 | 18 | 403 | 29 |
| Operating income | \$ 715 | \$ (16) | \$ (33) | \$ 666 | \$ 641 | \$ (28) | \$ (34) | \$ 579 | \$ 87 |

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Electric

CECONY's results of electric operations for the three months ended September 30, 2010 compared with the 2009 period are as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|----------------------------------|-----------------------|-----------------------|--------------|
| | September 30, 2010 | September 30, 2009 | |
| Operating revenues | \$ 2,570 | \$ 2,395 | \$ 175 |
| Purchased power | 753 | 744 | 9 |
| Fuel | 75 | 57 | 18 |
| Net revenues | 1,742 | 1,594 | 148 |
| Operations and maintenance | 506 | 462 | 44 |
| Depreciation and amortization | 156 | 149 | 7 |
| Taxes, other than income taxes | 365 | 342 | 23 |
| Electric operating income | \$ 715 | \$ 641 | \$ 74 |

CECONY's electric sales and deliveries, excluding off-system sales, for the three months ended September 30, 2010 compared with the 2009 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|--|----------------------------|-----------------------|--------------|----------------------|-----------------------|-----------------------|---------------|----------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| Residential/Religious* | 3,774 | 3,356 | 418 | 12.5% | \$ 1,020 | \$ 818 | \$ 202 | 24.7% |
| Commercial/Industrial | 4,007 | 3,466 | 541 | 15.6 | 789 | 733 | 56 | 7.6 |
| Retail access customers | 6,822 | 6,162 | 660 | 10.7 | 652 | 592 | 60 | 10.1 |
| NYPA, Municipal Agency and other sales | 2,997 | 3,113 | (116) | (3.7) | 167 | 151 | 16 | 10.6 |
| Other operating revenues | | | | | (58) | 101 | (159) | Large |
| Total | 17,600 | 16,097 | 1,503 | 9.3% | \$ 2,570 | \$ 2,395 | \$ 175 | 7.3% |

* Residential/Religious generally includes single-family dwellings, individual apartments in multi-family dwellings, religious organizations and certain other not-for-profit organizations.

CECONY's electric operating revenues increased \$175 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to CECONY's electric rate plan (\$288 million), increased purchased power (\$9 million) and fuel (\$18 million), offset in part by the revenue decoupling mechanism (reduction of \$77 million of revenues in the 2010 period compared with increased revenues of \$63 million in the 2009 period). CECONY's revenues from electric sales are subject to a revenue decoupling mechanism, as a result of which delivery revenues generally are not affected by changes in delivery volumes from levels assumed when rates were approved. Other electric operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the revenue decoupling mechanism and other provisions of the company's rate plans.

Electric delivery volumes in CECONY's service area increased 9.3 percent for the three months ended September 30, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, electric delivery volumes in CECONY's service area decreased 0.2 percent for the three months ended September 30, 2010 compared with the 2009 period.

CECONY's electric purchased power costs increased \$9 million for the three months ended September 30, 2010 compared with the 2009 period due to an increase in purchased volumes (\$12 million), offset by lower unit costs (\$3 million). Electric fuel costs increased \$18 million for the three months ended September 30, 2010 compared with the 2009 period due to higher send out volumes from the company's generating facilities (\$16 million) and higher unit costs (\$2 million).

CECONY's electric operating income increased \$74 million for the three months ended September 30,

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2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$148 million) due primarily to the electric rate plans, including the collection of a surcharge for a New York State assessment and the recovery of higher demand side management expenses. The higher net revenues were offset by higher operations and maintenance costs (\$44 million, due primarily to higher demand side management expenses (\$31 million) and a higher New York State assessment (\$11 million)), taxes other than income taxes (\$23 million) and depreciation and amortization (\$7 million).

Gas

CECONY's results of gas operations for the three months ended September 30, 2010 compared with the 2009 period are as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|-------------------------------|-------------------------------|------------------|
| | September 30, 2010 | September 30, 2009 | |
| Operating revenues | \$ 204 | \$ 183 | \$ 21 |
| Gas purchased for resale | 63 | 76 | (13) |
| Net revenues | 141 | 107 | 34 |
| Operations and maintenance | 85 | 68 | 17 |
| Depreciation and amortization | 26 | 24 | 2 |
| Taxes, other than income taxes | 46 | 43 | 3 |
| Gas operating income | \$ (16) | \$ (28) | \$ 12 |

CECONY's gas sales and deliveries, excluding off-system sales, for the three months ended September 30, 2010 compared with the 2009 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|------------------------------------|-------------------------------|------------------|------------------------------|-------------------------------|-------------------------------|------------------|------------------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| Residential | 3,267 | 3,209 | 58 | 1.8% | \$ 85 | \$ 83 | \$ 2 | 2.4% |
| General | 2,912 | 3,514 | (602) | (17.1) | 44 | 47 | (3) | (6.4) |
| Firm transportation | 6,312 | 6,279 | 33 | 0.5 | 45 | 35 | 10 | 28.6 |
| Total firm sales and transportation | 12,491 | 13,002 | (511) | (3.9) | 174 | 165 | 9 | 5.5 |
| Interruptible sales* | 1,795 | 1,159 | 636 | 54.9 | 8 | 2 | 6 | Large |
| NYPA | 6,795 | 13,024 | (6,229) | (47.8) | 1 | 1 | 0 | 0.0 |
| Generation plants | 33,268 | 23,868 | 9,400 | 39.4 | 10 | 8 | 2 | 25.0 |
| Other | 4,382 | 3,268 | 1,114 | 34.1 | 7 | 6 | 1 | 16.7 |
| Other operating revenues | 4 | 1 | 3 | Large | 4 | 1 | 3 | Large |
| Total | 58,731 | 54,321 | 4,410 | 8.1% | \$ 204 | \$ 183 | \$ 21 | 11.5% |

* Includes 781 and (107) thousands of dths for the 3 months ended September 30, 2010 and 2009, respectively, that are also reflected in firm transportation and other.

CECONY's gas operating revenues increased \$21 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to CECONY's gas rate plan (\$28 million), offset in part by a decrease in gas purchased for resale costs (\$13 million). CECONY's revenues from gas sales are subject to a weather normalization clause and a revenue decoupling mechanism, as a result of which, delivery

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revenues are generally not affected by changes in delivery volumes from levels assumed when rates were approved. Other gas operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's rate plans.

CECONY's sales and transportation volumes for firm customers decreased 3.9 percent for the three months ended September 30, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, firm gas sales and transportation volumes in the company's service area decreased 4.0 percent for the three months ended September 30, 2010 as compared with the 2009 period.

CECONY's purchased gas cost decreased by \$13 million for the three months ended September 30, 2010 compared with the 2009 period due to lower send out volumes (\$11 million) and lower unit costs (\$2 million).

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CECONY's gas operating income increased \$12 million for the three months ended September 30, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$34 million) due primarily to the gas rate plans, including the collection of a surcharge for a New York State assessment and the recovery of higher demand side management expenses. The higher net revenues were offset by higher operations and maintenance costs (\$17 million, due primarily to higher demand side management expenses (\$11 million) and the surcharge for a New York State assessment (\$2 million)), taxes other than income taxes (\$3 million, principally property taxes) and depreciation and amortization (\$2 million).

Steam

CECONY's results of steam operations for the three months ended September 30, 2010 compared with the 2009 period are as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|--------------------|--------------------|-------------|
| | September 30, 2010 | September 30, 2009 | |
| Operating revenues | \$ 91 | \$ 77 | \$ 14 |
| Purchased power | 11 | 9 | 2 |
| Fuel | 30 | 26 | 4 |
| Net revenues | 50 | 42 | 8 |
| Operations and maintenance | 46 | 43 | 3 |
| Depreciation and amortization | 16 | 15 | 1 |
| Taxes, other than income taxes | 21 | 18 | 3 |
| Steam operating income | \$ (33) | \$ (34) | \$ 1 |

CECONY's steam sales and deliveries for the three months ended September 30, 2010 compared with the 2009 period were:

| Description | Millions of Pounds Delivered | | | | Revenues in Millions | | | |
|--------------------------|------------------------------|--------------------|------------|-------------------|----------------------|--------------------|--------------|-------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| General | 14 | 32 | (18) | (56.3)% | \$ 2 | \$ 2 | \$ | % |
| Apartment house | 788 | 794 | (6) | (0.8) | 16 | 15 | 1 | 6.7 |
| Annual power | 3,967 | 3,591 | 376 | 10.5 | 70 | 58 | 12 | 20.7 |
| Other operating revenues | | | | | 3 | 2 | 1 | 50.0 |
| Total | 4,769 | 4,417 | 352 | 8.0% | \$ 91 | \$ 77 | \$ 14 | 18.2% |

CECONY's steam operating revenues increased \$14 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to higher fuel costs (\$4 million), higher purchased power costs (\$2 million) and CECONY's steam rate plan (\$8 million). Other steam operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's rate plans.

Steam sales and delivery volumes increased 8.0 percent for the three months ended September 30, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, steam sales and deliveries decreased 4.1 percent for the three months ended September 30, 2010 compared with the 2009 period, reflecting primarily lower average normalized use per customer.

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CECONY's steam purchased power costs increased \$2 million for the three months ended September 30, 2010 compared with the 2009 period due to higher purchased volumes (\$1 million) and higher unit costs (\$1 million). Steam fuel costs increased \$4 million for the three months ended September 30, 2010 compared with the 2009 period due to higher unit costs (\$2 million) and higher send out volumes (\$2 million).

Steam operating income increased \$1 million for the three months ended September 30, 2010 compared with the 2009 period.

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| <i>(Millions of Dollars)</i> | Three Months Ended September 30, 2010 | | | Three Months Ended September 30, 2009 | | | 2010-2009 Variation |
|--------------------------------|--|---------------|---------------|--|---------------|---------------|------------------------|
| | Electric | Gas | 2010 Total | Electric | Gas | 2009 Total | |
| Operating revenues | \$ 245 | \$ 25 | \$ 270 | \$ 209 | \$ 26 | \$ 235 | \$ 35 |
| Purchased power | 122 | | 122 | 102 | | 102 | 20 |
| Gas purchased for resale | | 10 | 10 | | 12 | 12 | (2) |
| Net revenues | 123 | 15 | 138 | 107 | 14 | 121 | 17 |
| Operations and maintenance | 54 | 13 | 67 | 51 | 13 | 64 | 3 |
| Depreciation and amortization | 8 | 3 | 11 | 7 | 3 | 10 | 1 |
| Taxes, other than income taxes | 9 | 3 | 12 | 8 | 3 | 11 | 1 |
| Operating income | \$ 52 | \$ (4) | \$ 48 | \$ 41 | \$ (5) | \$ 36 | \$ 12 |

Electric

O&R's results of electric operations for the three months ended September 30, 2010 compared with the 2009 period are as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended September 30, 2010 | Three Months Ended September 30, 2009 | Variation |
|----------------------------------|---|---|--------------|
| | Operating revenues | \$ 245 | |
| Purchased power | 122 | 102 | 20 |
| Net revenues | 123 | 107 | 16 |
| Operations and maintenance | 54 | 51 | 3 |
| Depreciation and amortization | 8 | 7 | 1 |
| Taxes, other than income taxes | 9 | 8 | 1 |
| Electric operating income | \$ 52 | \$ 41 | \$ 11 |

O&R's electric sales and deliveries, excluding off-system sales, for the three months ended September 30, 2010 compared with the 2009 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|--------------------------|---|--------------|------------|----------------------|---|---------------|--------------|----------------------|
| | Three Months Ended September 30, 2010, September 30, 2009 | | Variation | Percent Variation | Three Months Ended September 30, 2010, September 30, 2009 | | Variation | Percent Variation |
| | 2010 | 2009 | | | 2010 | 2009 | | |
| Residential/Religious* | 655 | 567 | 88 | 15.5% | \$ 130 | \$ 108 | \$ 22 | 20.4% |
| Commercial/Industrial | 420 | 464 | (44) | (9.5) | 66 | 66 | | |
| Retail access customers | 717 | 544 | 173 | 31.8 | 47 | 33 | 14 | 42.4 |
| Public authorities | 31 | 30 | 1 | 3.3 | 3 | 2 | 1 | 50.0 |
| Other operating revenues | | | | | (1) | | (1) | Large |
| Total | 1,823 | 1,605 | 218 | 13.6% | \$ 245 | \$ 209 | \$ 36 | 17.2% |

* Residential/Religious generally includes single-family dwellings, individual apartments in multi-family dwellings, religious organizations and certain other not-for-profit organizations.

O&R's electric operating revenues increased \$36 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to the electric rate plan and for O&R's New Jersey and Pennsylvania operations, the warmer summer weather in the 2010 period. O&R's New York electric delivery revenues are subject to a revenue decoupling mechanism, as a result of which, delivery revenues are generally

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not affected by changes in delivery volumes from levels assumed when rates were approved. O&R's electric sales in New Jersey and Pennsylvania are not subject to a decoupling mechanism, and as a result, changes in such volumes do impact revenues. Other electric operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's electric rate plan.

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Electric delivery volumes in O&R's service area increased 13.6 percent for the three months ended September 30, 2010 compared with the 2009 period. After adjusting for weather variations, electric delivery volumes in O&R's service area increased 4.6 percent for the three months ended September 30, 2010 compared with the 2009 period.

Electric operating income increased \$11 million for the three months ended September 30, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$16 million), offset in part by higher operations and maintenance expense (\$3 million), due primarily to a surcharge for a New York State assessment (\$1 million) and higher demand side management expenses (\$1 million). See Regulatory Assets and Liabilities in Note B to the Third Quarter Financial Statements.

Gas

O&R's results of gas operations for the three months ended September 30, 2010 compared with the 2009 period are as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|-----------------------|-----------------------|-------------|
| | September 30, 2010 | September 30, 2009 | |
| Operating revenues | \$ 25 | \$ 26 | \$ (1) |
| Gas purchased for resale | 10 | 12 | (2) |
| Net revenues | 15 | 14 | 1 |
| Operations and maintenance | 13 | 13 | |
| Depreciation and amortization | 3 | 3 | |
| Taxes, other than income taxes | 3 | 3 | |
| Gas operating income | \$ (4) | \$ (5) | \$ 1 |

O&R's gas sales and deliveries, excluding off-system sales, for the three months ended September 30, 2010 compared with the 2009 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|-----------------------|--------------|----------------------|-----------------------|-----------------------|---------------|----------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| Residential | 491 | 561 | (70) | (12.5)% | \$ 10 | \$ 9 | \$ 1 | 11.1% |
| General | 108 | 146 | (38) | (26.0) | 1 | 1 | | |
| Firm transportation | 922 | 973 | (51) | (5.2) | 7 | 7 | | |
| Total firm sales and transportation | 1,521 | 1,680 | (159) | (9.5) | 18 | 17 | 1 | 5.9 |
| Interruptible sales | 953 | 926 | 27 | 2.9 | 1 | 5 | (4) | (80.0) |
| Generation plants | 286 | 1,080 | (794) | (73.5) | | | | |
| Other | 74 | 90 | (16) | (17.8) | | | | |
| Other gas revenues | | | | | 6 | 4 | 2 | 50.0 |
| Total | 2,834 | 3,776 | (942) | (24.9)% | \$ 25 | \$ 26 | \$ (1) | (3.8)% |

O&R's gas operating revenues decreased \$1 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to the decrease in gas purchased for resale in 2010 (\$2 million). O&R's New York gas delivery revenues are subject to a revenue decoupling mechanism, as a result of which, delivery revenues are generally not affected by changes in delivery volumes from levels assumed when rates were approved.

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Sales and transportation volumes for firm customers decreased 9.5 percent for the three months ended September 30, 2010 compared with the 2009 period. After adjusting for weather and other variations, total firm sales and transportation volumes decreased 8.5 percent for the three months ended September 30, 2010 compared with the 2009 period. O&R's New York revenues from gas sales are subject to a weather

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normalization clause that moderates, but does not eliminate, the effect of weather-related changes on net income.

Gas operating income increased \$1 million for the three months ended September 30, 2010 compared with the 2009 period.

Competitive Energy Businesses

The competitive energy businesses earnings decreased \$40 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to net mark-to-market effects and lower electric retail margins in the 2010 period compared with the 2009 period.

Operating revenues decreased \$26 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to changes in net mark-to-market effects and decreased electric wholesale revenues, offset in part by increased electric retail revenues. Electric wholesale revenues decreased \$52 million for the three months ended September 30, 2010 compared with the 2009 period due to lower sales volumes (\$20 million) and unit prices (\$32 million). Electric retail revenues increased \$65 million due to higher sales volumes (\$72 million), offset by lower unit prices (\$7 million). Gross margins on electric retail revenues decreased due primarily to lower unit gross margins. Net mark-to-market values decreased \$64 million for the three months ended September 30, 2010 compared with the 2009 period, of which \$30 million in losses are reflected in revenues and \$34 million in losses are reflected in purchased power costs. Other revenues decreased \$9 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to lower sales of energy efficiency services.

Operating expenses increased \$52 million for the three months ended September 30, 2010 compared with the 2009 period due primarily to increased purchased power costs (\$56 million) and taxes other than federal income taxes (\$2 million), offset by decreased other operations expenses (\$6 million).

Nine Months Ended September 30, 2010 Compared with Nine Months Ended September 30, 2009

The Companies results of operations (which were discussed above under Results of Operations Summary) in 2010 compared with 2009 were:

| <i>(Millions of Dollars)</i> | CECONY | | O&R | | Competitive Energy Businesses and Other** | | Con Edison* | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) |
| | Amount | Percent | Amount | Percent | Amount | Percent | Amount | Percent |
| Operating revenues | \$ 370 | 4.8% | \$ 39 | 5.8% | \$ 18 | 1.2% | \$ 427 | 4.4% |
| Purchased power | 93 | 4.6 | 27 | 10.7 | 45 | 3.5 | 165 | 4.7 |
| Fuel | (61) | (15.1) | N/A | N/A | | | (61) | (15.1) |
| Gas purchased for resale | (210) | (34.0) | (30) | (30.6) | (1) | (14.3) | (241) | (33.3) |
| Operating revenues less purchased power, fuel and gas purchased for resale (net revenues) | 548 | 11.9 | 42 | 13.2 | (26) | (16.7) | 564 | 11.1 |
| Other operations and maintenance | 226 | 14.1 | 19 | 10.5 | (7) | (7.6) | 238 | 12.7 |
| Depreciation and amortization | 32 | 5.8 | 2 | 6.5 | 3 | 75.0 | 37 | 6.3 |
| Taxes, other than income taxes | 131 | 11.9 | 3 | 8.8 | 4 | 40.0 | 138 | 12.1 |
| Operating income | 159 | 11.8 | 18 | 24.7 | (26) | (52.0) | 151 | 10.2 |
| Other income less deductions | 1 | 4.8 | (2) | Large | 7 | Large | 7 | 30.4 |
| Net interest expense | 1 | 0.2 | 4 | 19.0 | (4) | (18.2) | 1 | 0.2 |
| Income before income tax expense | 159 | 16.5 | 12 | 22.2 | (15) | (53.6) | 157 | 15.0 |
| Income tax expense | 65 | 19.2 | 4 | 20.0 | (5) | (50.0) | 64 | 17.3 |
| Net income for common stock | \$ 94 | 15.3% | \$ 8 | 23.5% | \$ (10) | (55.6) | \$ 93 | 14.0% |

* Represents the consolidated financial results of Con Edison and its businesses.

** Includes inter-company and parent company accounting.

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CECONY

| (Millions of Dollars) | Nine Months Ended September 30, 2010 | | | | Nine Months Ended September 30, 2009 | | | | 2010-2009 Variation |
|--------------------------------|---|---------------|--------------|-----------------|---|---------------|--------------|-----------------|------------------------|
| | Electric | Gas | Steam | Total | Electric | Gas | Steam | Total | |
| Operating revenues | \$ 6,402 | \$ 1,126 | \$ 487 | \$ 8,015 | \$ 5,865 | \$ 1,259 | \$ 521 | \$ 7,645 | \$ 370 |
| Purchased power | 2,060 | | 42 | 2,102 | 1,967 | | 42 | 2,009 | 93 |
| Fuel | 192 | | 151 | 343 | 193 | | 211 | 404 | (61) |
| Gas purchased for resale | | 408 | | 408 | | 618 | | 618 | (210) |
| Net revenues | 4,150 | 718 | 294 | 5,162 | 3,705 | 641 | 268 | 4,614 | 548 |
| Operations and maintenance | 1,443 | 247 | 142 | 1,832 | 1,284 | 200 | 122 | 1,606 | 226 |
| Depreciation and amortization | 464 | 76 | 46 | 586 | 437 | 73 | 44 | 554 | 32 |
| Taxes, other than income taxes | 1,015 | 152 | 65 | 1,232 | 893 | 145 | 63 | 1,101 | 131 |
| Operating income | \$ 1,228 | \$ 243 | \$ 41 | \$ 1,512 | \$ 1,091 | \$ 223 | \$ 39 | \$ 1,353 | \$ 159 |

CECONY's results of electric operations for the nine months ended September 30, 2010 compared with the 2009 period are as follows:

| (Millions of Dollars) | Nine Months Ended | | Variation |
|----------------------------------|--------------------|--------------------|---------------|
| | September 30, 2010 | September 30, 2009 | |
| Operating revenues | \$ 6,402 | \$ 5,865 | \$ 537 |
| Purchased power | 2,060 | 1,967 | 93 |
| Fuel | 192 | 193 | (1) |
| Net revenues | 4,150 | 3,705 | 445 |
| Operations and maintenance | 1,443 | 1,284 | 159 |
| Depreciation and amortization | 464 | 437 | 27 |
| Taxes, other than income taxes | 1,015 | 893 | 122 |
| Electric operating income | \$ 1,228 | \$ 1,091 | \$ 137 |

CECONY's electric sales and deliveries, excluding off-system sales, for the nine months ended September 30, 2010 compared with the 2009 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|--------------------------|----------------------------|--------------------|--------------|-------------------|----------------------|--------------------|---------------|-------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| Residential/Religious* | 8,937 | 8,442 | 495 | 5.9% | \$ 2,333 | \$ 1,972 | \$ 361 | 18.3% |
| Commercial/Industrial | 9,822 | 9,598 | 224 | 2.3 | 1,986 | 1,882 | 104 | 5.5 |
| Retail access customers | 17,533 | 16,506 | 1,027 | 6.2 | 1,620 | 1,382 | 238 | 17.2 |
| NYPA, Municipal Agency | | | | | | | | |
| and other sales | 8,544 | 8,690 | (146) | (1.7) | 411 | 343 | 68 | 19.8 |
| Other operating revenues | | | | | 52 | 286 | (234) | (81.8) |
| Total | 44,836 | 43,236 | 1,600 | 3.7% | \$ 6,402 | \$ 5,865 | \$ 537 | 9.2% |

* Residential/Religious generally includes single-family dwellings, individual apartments in multi-family dwellings, religious organizations and certain other not-for-profit organizations.

CECONY's electric operating revenues increased \$537 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to CECONY's electric rate plans (\$614 million, which among other things, reflected a 10.15 percent return on common equity, effective April 2010, a 10.0 percent return, effective April 2009 and a 9.1 percent return, effective April 2008), and higher purchased power costs (\$93 million), offset in part by the revenue decoupling mechanism (a reduction of \$108 million of revenues in

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the 2010 period compared with increased revenues of \$87 million in the 2009 period). CECONY's revenues from electric sales are subject to a revenue decoupling mechanism, as a result of which delivery revenues generally are not affected by changes in delivery volumes from levels assumed when rates were approved. Other electric operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the revenue decoupling mechanism and other provisions of the company's rate plans.

Electric delivery volumes in CECONY's service area increased 3.7 percent for the nine months ended September 30, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, electric delivery volumes in CECONY's service area increased 0.2 percent for the nine months ended September 30, 2010 compared with the 2009 period, reflecting the impact of lower average normalized use per customer.

CECONY's electric purchased power costs increased \$93 million for the nine months ended September 30, 2010 compared with the 2009 period due to higher unit costs (\$129 million) offset by lower purchased volumes (\$36 million). Electric fuel costs decreased \$1 million for the nine months ended September 30, 2010 compared with the 2009 period.

CECONY's electric operating income increased \$137 million for the nine months ended September 30, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$445 million, due primarily to the electric rate plan, including the collection of a surcharge for a New York State assessment and the recovery of higher pension expense). The higher net revenues were offset by higher operations and maintenance costs (\$159 million, due primarily to higher demand side management expenses (\$78 million), the surcharge for a New York State assessment (\$62 million) and higher pension expense (\$24 million), offset in part by reduced operating expenses due to cost control efforts), taxes other than income taxes (\$122 million, principally property taxes) and depreciation and amortization (\$27 million). The increased operating expenses in the first quarter of 2010 resulting from two severe winter storms were deferred as a regulatory asset, and did not affect electric operating income. See "Regulatory Assets and Liabilities" in Note B to the Third Quarter Financial Statements.

Gas

CECONY's results of gas operations for the nine months ended September 30, 2010 compared with the 2009 period are as follows:

| <i>(Millions of Dollars)</i> | Nine Months Ended | | Variation |
|--------------------------------|-----------------------|-----------------------|--------------|
| | September 30, 2010 | September 30, 2009 | |
| Operating revenues | \$ 1,126 | \$ 1,259 | \$ (133) |
| Gas purchased for resale | 408 | 618 | (210) |
| Net revenues | 718 | 641 | 77 |
| Operations and maintenance | 247 | 200 | 47 |
| Depreciation and amortization | 76 | 73 | 3 |
| Taxes, other than income taxes | 152 | 145 | 7 |
| Gas operating income | \$ 243 | \$ 223 | \$ 20 |

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CECONY's gas sales and deliveries, excluding off-system sales, for the nine months ended September 30, 2010 compared with the 2009 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|--------------------|----------------|-------------------|----------------------|--------------------|-----------------|-------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| Residential | 28,609 | 30,678 | (2,069) | (6.7)% | \$ 563 | \$ 626 | \$ (63) | (10.1)% |
| General | 18,956 | 22,076 | (3,120) | (14.1) | 275 | 333 | (58) | (17.4) |
| Firm transportation | 38,600 | 36,167 | 2,433 | 6.7 | 260 | 186 | 74 | 39.8 |
| Total firm sales and transportation | 86,165 | 88,921 | (2,756) | (3.1) | 1,098 | 1,145 | (47) | (4.1) |
| Interruptible sales* | 6,367 | 6,497 | (130) | (2.0) | 41 | 63 | (22) | (34.9) |
| NYPA | 18,917 | 29,647 | (10,730) | (36.2) | 2 | 3 | (1) | (33.3) |
| Generation plants | 65,483 | 53,379 | 12,104 | 22.7 | 27 | 25 | 2 | 8.0 |
| Other | 16,369 | 13,680 | 2,689 | 19.7 | 40 | 27 | 13 | 48.1 |
| Other operating revenues | | | | | (82) | (4) | (78) | Large |
| Total | 193,301 | 192,124 | 1,177 | 0.6% | \$ 1,126 | \$ 1,259 | \$ (133) | (10.6)% |

* Includes 2,230 and 1,767 thousands of dths for the nine months ended September 30, 2010 and 2009, respectively, that are also reflected in firm transportation and other.

CECONY's gas operating revenues decreased \$133 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to a decrease in gas purchased for resale costs (\$210 million), offset in part by the 2009 gas rate plan (\$78 million). CECONY's revenues from gas sales are subject to a weather normalization clause and a revenue decoupling mechanism, as a result of which, delivery revenues are generally not affected by changes in delivery volumes from levels assumed when rates were approved. Other gas operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's rate plans.

CECONY's sales and transportation volumes for firm customers decreased 3.1 percent for the nine months ended September 30, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, firm gas sales and transportation volumes in the company's service area increased 2.1 percent in the nine months ended September 30, 2010 as compared with the 2009 period, reflecting primarily new business and transfers of interruptible customers to firm service.

CECONY's purchased gas cost decreased by \$210 million for the nine months ended September 30, 2010 compared with the 2009 period due to lower unit costs (\$170 million) and lower send out volumes (\$40 million).

CECONY's gas operating income increased \$20 million for the nine months ended September 30, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$77 million), offset by higher operations and maintenance expense (\$47 million, due primarily to a surcharge for a New York State assessment (\$29 million), demand side management programs (\$7 million) and higher pension expense (\$4 million)), and taxes other than income taxes (\$7 million).

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Steam

CECONY's results of steam operations for the nine months ended September 30, 2010 compared with the 2009 period are as follows:

| <i>(Millions of Dollars)</i> | Nine Months Ended | | Variation |
|--------------------------------|-----------------------|-----------------------|-------------|
| | September 30, 2010 | September 30, 2009 | |
| Operating revenues | \$ 487 | \$ 521 | \$ (34) |
| Purchased power | 42 | 42 | |
| Fuel | 151 | 211 | (60) |
| Net revenues | 294 | 268 | 26 |
| Operations and maintenance | 142 | 122 | 20 |
| Depreciation and amortization | 46 | 44 | 2 |
| Taxes, other than income taxes | 65 | 63 | 2 |
| Steam operating income | \$ 41 | \$ 39 | \$ 2 |

CECONY's steam sales and deliveries for the nine months ended September 30, 2010 compared with the 2009 period were:

| Description | Millions of Pounds Delivered | | | | Revenues in Millions | | | |
|--------------------------|------------------------------|-----------------------|--------------|----------------------|-----------------------|-----------------------|----------------|----------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| General | 125 | 429 | (304) | (70.9)% | \$ 15 | \$ 19 | \$ (4) | (21.1)% |
| Apartment house | 4,375 | 4,614 | (239) | (5.2) | 118 | 132 | (14) | (10.6) |
| Annual power | 13,171 | 12,995 | 176 | 1.4 | 349 | 359 | (10) | (2.8) |
| Other operating revenues | | | | | 5 | 11 | (6) | (54.5) |
| Total | 17,671 | 18,038 | (367) | (2.0)% | \$ 487 | \$ 521 | \$ (34) | (6.5)% |

CECONY's steam operating revenues decreased \$34 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to lower fuel costs (\$60 million), offset in part by the steam rate plan (\$29 million). Other steam operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's rate plans.

Steam sales and delivery volumes decreased 2.0 percent for the nine months ended September 30, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, steam sales and deliveries decreased 1.4 percent in the nine months ended September 30, 2010 as compared with the 2009 period.

CECONY's steam purchased power costs remained steady for the nine months ended September 30, 2010 compared with the 2009 period. Steam fuel costs decreased \$60 million for the nine months ended September 30, 2010 compared with the 2009 period due to lower unit costs (\$62 million), offset by higher send out volumes (\$2 million).

Steam operating income increased \$2 million for the nine months ended September 30, 2010 compared with the 2009 period.

Table of Contents**O&R**

| | Nine Months Ended September 30, 2010 | | | Nine Months Ended September 30, 2009 | | | 2010-2009 |
|--------------------------------|---|--------------|---------------|---|--------------|---------------|--------------|
| | Electric | Gas | 2010 Total | Electric | Gas | 2009 Total | Variation |
| <i>(Millions of Dollars)</i> | | | | | | | |
| Operating revenues | \$ 559 | \$ 150 | \$ 709 | \$ 499 | \$ 171 | \$ 670 | \$ 39 |
| Purchased power | 280 | | 280 | 253 | | 253 | 27 |
| Gas purchased for resale | | 68 | 68 | | 98 | 98 | (30) |
| Net revenues | 279 | 82 | 361 | 246 | 73 | 319 | 42 |
| Operations and maintenance | 157 | 43 | 200 | 143 | 38 | 181 | 19 |
| Depreciation and amortization | 24 | 9 | 33 | 22 | 9 | 31 | 2 |
| Taxes, other than income taxes | 27 | 10 | 37 | 25 | 9 | 34 | 3 |
| Operating income | \$ 71 | \$ 20 | \$ 91 | \$ 56 | \$ 17 | \$ 73 | \$ 18 |
| Electric | | | | | | | |

O&R's results of electric operations for the nine months ended September 30, 2010 compared with the 2009 period are as follows:

| | Nine Months Ended | | Variation |
|----------------------------------|-----------------------|-----------------------|--------------|
| | September 30, 2010 | September 30, 2009 | |
| <i>(Millions of Dollars)</i> | | | |
| Operating revenues | \$ 559 | \$ 499 | \$ 60 |
| Purchased power | 280 | 253 | 27 |
| Net revenues | 279 | 246 | 33 |
| Operations and maintenance | 157 | 143 | 14 |
| Depreciation and amortization | 24 | 22 | 2 |
| Taxes, other than income taxes | 27 | 25 | 2 |
| Electric operating income | \$ 71 | \$ 56 | \$ 15 |

O&R's electric sales and deliveries, excluding off-system sales, for the nine months ended September 30, 2010 compared with the 2009 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|--------------------------|----------------------------|-----------------------|------------|----------------------|-----------------------|-----------------------|--------------|----------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| Residential/Religious* | 1,522 | 1,406 | 116 | 8.3% | \$ 283 | \$ 239 | \$ 44 | 18.4% |
| Commercial/Industrial | 1,168 | 1,368 | (200) | (14.6) | 169 | 178 | (9) | (5.1) |
| Retail access customers | 1,770 | 1,419 | 351 | 24.7 | 102 | 72 | 30 | 41.7 |
| Public authorities | 85 | 84 | 1 | 1.2 | 9 | 8 | 1 | 12.5 |
| Other operating revenues | | | | | (4) | 2 | (6) | Large |
| Total | 4,545 | 4,277 | 268 | 6.3% | \$ 559 | \$ 499 | \$ 60 | 12.0% |

* Residential/Religious generally includes single-family dwellings, individual apartments in multi-family dwellings, religious organizations and certain other not-for-profit organizations.

O&R's electric operating revenues increased \$60 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to the electric rate plan (\$33 million), increased recoverable purchased power costs (\$27 million) and for O&R's New Jersey and Pennsylvania operations, the warmer summer weather in the 2010 period. O&R's New York electric delivery revenues are subject to a revenue decoupling mechanism, as a result of which, delivery revenues are generally not affected by changes in delivery volumes from levels assumed

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when rates were approved. O&R's electric sales in New Jersey and Pennsylvania are not subject to a decoupling mechanism, and as a result, changes in such volumes do impact revenues. Other electric operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's electric rate plan.

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Electric delivery volumes in O&R's service area increased 6.3 percent for the nine months ended September 30, 2010 compared with the 2009 period. After adjusting for weather variations, electric delivery volumes in O&R's service area increased 1.7 percent for the nine months ended September 30, 2010 compared with the 2009 period.

Electric operating income increased \$15 million for the nine months ended September 30, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$33 million) offset, in part by higher operations and maintenance expenses (\$14 million, reflecting primarily the collection of a surcharge for a New York State assessment (\$6 million) and the recovery of higher demand side management expenses (\$3 million)). The increased operating expenses in the first quarter of 2010 resulting from two severe winter storms were deferred as a regulatory asset, and did not affect electric operating income. See "Regulatory Assets and Liabilities" in Note B to the Third Quarter Financial Statements.

Gas

O&R's results of gas operations for the nine months ended September 30, 2010 compared with the 2009 period are as follows:

| <i>(Millions of Dollars)</i> | Nine Months Ended | | Variation |
|--------------------------------|--------------------|--------------------|-------------|
| | September 30, 2010 | September 30, 2009 | |
| Operating revenues | \$ 150 | \$ 171 | \$ (21) |
| Gas purchased for resale | 68 | 98 | (30) |
| Net revenues | 82 | 73 | 9 |
| Operations and maintenance | 43 | 38 | 5 |
| Depreciation and amortization | 9 | 9 | |
| Taxes, other than income taxes | 10 | 9 | 1 |
| Gas operating income | \$ 20 | \$ 17 | \$ 3 |

O&R's gas sales and deliveries, excluding off-system sales, for the nine months ended September 30, 2010 compared with the 2009 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|--------------------|----------------|-------------------|----------------------|--------------------|----------------|-------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2010 | September 30, 2009 | | | September 30, 2010 | September 30, 2009 | | |
| Residential | 4,843 | 5,473 | (630) | (11.5)% | \$ 75 | \$ 94 | \$ (19) | (20.2)% |
| General | 971 | 1,229 | (258) | (21.0) | 13 | 19 | (6) | (31.6) |
| Firm transportation | 6,968 | 7,472 | (504) | (6.7) | 44 | 35 | 9 | 25.7 |
| Total firm sales and transportation | 12,782 | 14,174 | (1,392) | (9.8) | 132 | 148 | (16) | (10.8) |
| Interruptible sales | 3,418 | 3,382 | 36 | 1.1 | 8 | 16 | (8) | (50.0) |
| Generation plants | 688 | 1,346 | (658) | (48.9) | | 1 | (1) | Large |
| Other | 550 | 680 | (130) | (19.1) | | | | |
| Other gas revenues | | | | | 10 | 6 | 4 | 66.7 |
| Total | 17,438 | 19,582 | (2,144) | (10.9)% | \$ 150 | \$ 171 | \$ (21) | (12.3)% |

O&R's gas operating revenues decreased \$21 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to the decrease in gas purchased for resale in 2010 (\$30 million), offset in part by the 2009 gas rate plan (\$9 million). O&R's New York gas delivery revenues are subject to a revenue decoupling mechanism, as a result of which, delivery revenues are generally not affected by changes in delivery volumes from levels assumed when rates were approved.

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Sales and transportation volumes for firm customers decreased 9.8 percent for the nine months ended September 30, 2010 compared with the 2009 period.

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After adjusting for weather and other variations, total firm sales and transportation volumes decreased 1.2 percent for the nine months ended September 30, 2010 compared with the 2009 period. O&R's New York revenues from gas sales are subject to a weather normalization clause that moderates, but does not eliminate, the effect of weather-related changes on net income.

Gas operating income increased \$3 million for the nine months ended September 30, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$9 million), offset by higher operations and maintenance costs (\$5 million, due primarily to the collection of a surcharge for a New York State assessment (\$5 million)).

Competitive Energy Businesses

The competitive energy businesses' earnings decreased \$10 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to net mark-to-market effects, offset in part by higher electric retail margins in the 2010 period compared with the 2009 period.

Operating revenues increased \$14 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to increased electric retail revenues, offset in part by decreased energy efficiency services and electric wholesale revenues. Electric retail revenues increased \$178 million due to higher sales volume (\$231 million), offset by lower unit prices (\$53 million). Gross margins on electric retail revenues increased significantly due primarily to higher volumes. Net mark-to-market values decreased \$37 million for the nine months ended September 30, 2010 compared with the 2009 period, of which \$3 million in losses are reflected in revenues and \$34 million in losses are reflected in purchased power costs. Electric wholesale revenues decreased \$145 million for the nine months ended September 30, 2010 compared with the 2009 period due to lower sales volumes (\$116 million) and unit prices (\$29 million). Other revenues decreased \$16 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to lower sales of energy efficiency services.

Operating expenses increased \$40 million for the nine months ended September 30, 2010 compared with the 2009 period due primarily to increased purchased power costs.

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Item 3: Quantitative and Qualitative Disclosures about Market Risk

For information about the Companies' primary market risks associated with activities in derivative financial instruments, other financial instruments and derivative commodity instruments, see "Financial and Commodity Market Risks," in Part 1, Item 2 of this report, which information is incorporated herein by reference. Also, see Item 7A of the Form 10-K.

Item 4: Controls and Procedures

The Companies maintain disclosure controls and procedures designed to provide reasonable assurance that the information required to be disclosed in the reports that they submit to the Securities and Exchange Commission (SEC) is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. For each of the Companies, its management, with the participation of its principal executive officer and principal financial officer, has evaluated its disclosure controls and procedures as of the end of the period covered by this report and, based on such evaluation, has concluded that the controls and procedures are effective to provide such reasonable assurance. Reasonable assurance is not absolute assurance, however, and there can be no assurance that any design of controls or procedures would be effective under all potential future conditions, regardless of how remote.

There was no change in the Companies' internal control over financial reporting that occurred during the Companies' most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Companies' internal control over financial reporting.

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Part II Other Information

Item 1: Legal Proceedings

CECONY

Superfund

For information about CECONY's Superfund sites, see **Environmental Matters - CECONY Superfund** in Item 1 of the Form 10-K and in Part II, Item 1 of the First Quarter Form 10-Q, the Second Quarter Form 10-Q and Note G to the financial statements in Part I, Item 1 of this report (which information is incorporated herein by reference).

Permit Non-Compliance and Pollution Discharges

For information about the company's permit non-compliance and pollution discharges, see **Permit Non-Compliance and Pollution Discharges** in Part II, Item 1 of the First Quarter Form 10-Q, the Second Quarter Form 10-Q and in Note H to the financial statements in Item 8 of the Form 10-K and Note H to the financial statements in Part I, Item 1 of this report (which information is incorporated herein by reference).

Investigations of Vendor Payments

For information about alleged unlawful conduct in connection with vendor payments, see **Investigations of Vendor Payments** in Note H to the financial statements in Part I, Item 1 of this report (which information is incorporated herein by reference).

Item 1A: Risk Factors

There were no material changes in the Companies' risk factors compared to those disclosed in Item 1A of the Form 10-K.

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Item 6: Exhibits

CON EDISON

| | |
|-----------------|--|
| Exhibit 12.1 | Statement of computation of Con Edison's ratio of earnings to fixed charges for the nine-month periods ended September 30, 2010 and 2009, and the 12-month period ended December 31, 2009. |
| Exhibit 31.1.1 | Rule 13a-14(a)/15d-14(a) Certifications Chief Executive Officer. |
| Exhibit 31.1.2 | Rule 13a-14(a)/15d-14(a) Certifications Chief Financial Officer. |
| Exhibit 32.1.1 | Section 1350 Certifications Chief Executive Officer. |
| Exhibit 32.1.2 | Section 1350 Certifications Chief Financial Officer. |
| Exhibit 101.INS | XBRL Instance Document. |
| Exhibit 101.SCH | XBRL Taxonomy Extension Schema. |
| Exhibit 101.CAL | XBRL Taxonomy Extension Calculation Linkbase. |
| Exhibit 101.DEF | XBRL Taxonomy Extension Definition Linkbase. |
| Exhibit 101.LAB | XBRL Taxonomy Extension Label Linkbase. |
| Exhibit 101.PRE | XBRL Taxonomy Extension Presentation Linkbase. |

CECONY

| | |
|-----------------|--|
| Exhibit 12.2 | Statement of computation of CECONY's ratio of earnings to fixed charges for the nine-month periods ended September 30, 2010 and 2009, and the 12-month period ended December 31, 2009. |
| Exhibit 31.2.1 | Rule 13a-14(a)/15d-14(a) Certifications Chief Executive Officer. |
| Exhibit 31.2.2 | Rule 13a-14(a)/15d-14(a) Certifications Chief Financial Officer. |
| Exhibit 32.2.1 | Section 1350 Certifications Chief Executive Officer. |
| Exhibit 32.2.2 | Section 1350 Certifications Chief Financial Officer. |
| Exhibit 101.INS | XBRL Instance Document. |
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| Exhibit 101.LAB | XBRL Taxonomy Extension Label Linkbase. |
| Exhibit 101.PRE | XBRL Taxonomy Extension Presentation Linkbase. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Consolidated Edison, Inc.
Consolidated Edison Company of New York, Inc.**

DATE: November 1, 2010

By */s/* ROBERT HOGLUND
Robert Hoglund

**Senior Vice President, Chief
Financial Officer and Duly
Authorized Officer**