

CONSOLIDATED EDISON CO OF NEW YORK INC
Form 10-Q
November 03, 2011
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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, 2011

OR

.. Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

| Commission File Number | 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.

Consolidated Edison, Inc. (Con Edison) Yes No

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Consolidated Edison of New York, Inc. (CECONY) Yes No
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 No
CECONY Yes No

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 Accelerated filer Non-accelerated filer Smaller reporting company
CECONY
Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Con Edison Yes No
CECONY Yes No
As of October 28, 2011, Con Edison had outstanding 292,904,646 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

| | |
|------------------------|---|
| Con Edison | Consolidated Edison, Inc. |
| CECONY | Consolidated Edison Company of New York, 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 |
| The Companies | Con Edison and CECONY |
| The 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 |
| NYSERDA | New York State Energy Research and Development Authority |
| NYSPPSC | New York State Public Service Commission |
| NYSRC | New York State Reliability Council, LLC |
| PAPUC | Pennsylvania Public Utility Commission |
| PJM | PJM Interconnection LLC |
| 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, 2011 |
| Form 10-K | The Companies combined Annual Report on Form 10-K for the year ended December 31, 2010 |
| 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, 2011 |
| Third Quarter Form 10-Q | The Companies combined Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011 |
| 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 risks, including:

the failure to operate energy facilities safely and reliably could adversely affect the Companies;

the failure to properly complete construction projects could adversely affect the Companies;

the failure of processes and systems and the performance of employees and contractors could adversely affect the Companies;

the Companies are extensively regulated and are subject to penalties;

the Utilities' rate plans may not provide a reasonable return;

the Companies may be adversely affected by changes to the Utilities' rate plans;

the Companies are exposed to risks from the environmental consequences of their operations;

a disruption in the wholesale energy markets or failure by an energy supplier could adversely affect the Companies;

the Companies have substantial unfunded pension and other postretirement benefit liabilities;

Con Edison's ability to pay dividends or interest depends on dividends from its subsidiaries;

the Companies require access to capital markets to satisfy funding requirements;

the Internal Revenue Service has disallowed substantial tax deductions taken by the company;

a cyber attack could adversely affect the Companies; and

the Companies also face other risks that are beyond their control.

Table of Contents**Consolidated Edison, Inc.****CONSOLIDATED INCOME STATEMENT (UNAUDITED)**

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|----------------|--|----------------|
| | 2011 | 2010 | 2011 | 2010 |
| | <i>(Millions of Dollars/Except Share Data)</i> | | | |
| OPERATING REVENUES | | | | |
| Electric | \$2,861 | \$2,814 | \$6,883 | \$6,959 |
| Gas | 220 | 229 | 1,309 | 1,276 |
| Steam | 76 | 91 | 508 | 487 |
| Non-utility | 472 | 573 | 1,272 | 1,463 |
| TOTAL OPERATING REVENUES | 3,629 | 3,707 | 9,972 | 10,185 |
| OPERATING EXPENSES | | | | |
| Purchased power | 1,239 | 1,425 | 3,124 | 3,708 |
| Fuel | 73 | 106 | 317 | 342 |
| Gas purchased for resale | 73 | 73 | 491 | 482 |
| Other operations and maintenance | 783 | 738 | 2,213 | 2,117 |
| Depreciation and amortization | 222 | 211 | 659 | 626 |
| Taxes, other than income taxes | 483 | 449 | 1,387 | 1,283 |
| TOTAL OPERATING EXPENSES | 2,873 | 3,002 | 8,191 | 8,558 |
| OPERATING INCOME | 756 | 705 | 1,781 | 1,627 |
| OTHER INCOME (DEDUCTIONS) | | | | |
| Investment and other income | | 9 | 19 | 29 |
| Allowance for equity funds used during construction | 2 | 4 | 8 | 13 |
| Other deductions | (3) | (3) | (14) | (12) |
| TOTAL OTHER INCOME (DEDUCTIONS) | (1) | 10 | 13 | 30 |
| INCOME BEFORE INTEREST AND INCOME TAX EXPENSE | 755 | 715 | 1,794 | 1,657 |
| INTEREST EXPENSE | | | | |
| Interest on long-term debt | 145 | 152 | 437 | 450 |
| Other interest | | 7 | 15 | 13 |
| Allowance for borrowed funds used during construction | (1) | (2) | (4) | (7) |
| NET INTEREST EXPENSE | 144 | 157 | 448 | 456 |
| INCOME BEFORE INCOME TAX EXPENSE | 611 | 558 | 1,346 | 1,201 |
| INCOME TAX EXPENSE | 225 | 205 | 477 | 433 |
| NET INCOME | 386 | 353 | 869 | 768 |
| Preferred stock dividend requirements of subsidiary | (3) | (3) | (9) | (9) |
| NET INCOME FOR COMMON STOCK | \$ 383 | \$ 350 | \$ 860 | \$ 759 |
| Net income for common stock per common share basic | \$ 1.31 | \$ 1.24 | \$ 2.94 | \$ 2.69 |
| Net income for common stock per common share diluted | \$ 1.30 | \$ 1.23 | \$ 2.92 | \$ 2.68 |
| DIVIDENDS DECLARED PER SHARE OF COMMON STOCK | \$0.600 | \$0.595 | \$1.800 | \$1.785 |
| AVERAGE NUMBER OF SHARES OUTSTANDING BASIC (IN MILLIONS) | 292.9 | 283.0 | 292.5 | 282.2 |
| AVERAGE NUMBER OF SHARES OUTSTANDING DILUTED (IN MILLIONS) | 294.6 | 284.6 | 294.2 | 283.7 |

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, | |
|---|--|----------------|
| | 2011 | 2010 |
| | <i>(Millions of Dollars)</i> | |
| OPERATING ACTIVITIES | | |
| Net Income | \$ 869 | \$ 768 |
| PRINCIPAL NON-CASH CHARGES/(CREDITS) TO INCOME | | |
| Depreciation and amortization | 659 | 626 |
| Deferred income taxes | 368 | 562 |
| Common equity component of allowance for funds used during construction | (8) | (13) |
| Net derivative (gains)/losses | (25) | 35 |
| Other non-cash items (net) | 45 | (8) |
| CHANGES IN ASSETS AND LIABILITIES | | |
| Accounts receivable – customers, less allowance for uncollectibles | (4) | (114) |
| Materials and supplies, including fuel oil and gas in storage | (27) | (9) |
| Other receivables and other current assets | 70 | (114) |
| Prepayments | (128) | (473) |
| Accounts payable | (50) | (105) |
| Pensions and retiree benefits | (1) | (33) |
| Accrued taxes | 76 | 63 |
| Accrued interest | 57 | 45 |
| Deferred charges, deferred derivative losses, noncurrent assets and other regulatory assets | 92 | (472) |
| Deferred credits and other regulatory liabilities | 158 | 142 |
| Other assets | | (8) |
| Other liabilities | 10 | 82 |
| NET CASH FLOWS FROM OPERATING ACTIVITIES | 2,161 | 974 |
| INVESTING ACTIVITIES | | |
| Utility construction expenditures | (1,412) | (1,455) |
| Cost of removal less salvage | (123) | (103) |
| Non-utility construction expenditures | (57) | (6) |
| Proceeds from investment tax credits and grants related to renewable energy investments | 4 | |
| Net investment in Pilesgrove solar project | (31) | (3) |
| Common equity component of allowance for funds used during construction | 8 | 13 |
| Purchase of additional ownership interest in Honeoye Storage Corporation | | (12) |
| NET CASH FLOWS USED IN INVESTING ACTIVITIES | (1,611) | (1,566) |
| FINANCING ACTIVITIES | | |
| Net proceeds from short-term debt | | 846 |
| Issuance of long-term debt | | 870 |
| Retirement of long-term debt | (3) | (781) |
| Issuance of common stock | 81 | 78 |
| Repurchase of common stock | (40) | |
| Debt issuance costs | | (6) |
| Common stock dividends | (519) | (468) |
| Preferred stock dividends | (9) | (9) |
| NET CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES | (490) | 530 |
| CASH AND TEMPORARY CASH INVESTMENTS: | | |
| NET CHANGE FOR THE PERIOD | 60 | (62) |
| BALANCE AT BEGINNING OF PERIOD | 338 | 260 |
| BALANCE AT END OF PERIOD | \$ 398 | \$ 198 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid/(refunded) during the period for: | | |
| Interest | \$ 371 | \$ 394 |
| Income taxes | \$ (132) | \$ 284 |

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

Table of Contents**Consolidated Edison, Inc.****CONSOLIDATED BALANCE SHEET (UNAUDITED)**

| | September 30, 2011 | December 31, 2010 |
|--|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and temporary cash investments | \$ 398 | \$ 338 |
| Accounts receivable – customers, less allowance for uncollectible accounts of \$88 and \$76 in 2011 and 2010, respectively | 1,177 | 1,173 |
| Accrued unbilled revenue | 479 | 633 |
| Other receivables, less allowance for uncollectible accounts of \$9 and \$8 in 2011 and 2010, respectively | 297 | 293 |
| Fuel oil, gas in storage, materials and supplies, at average cost | 375 | 348 |
| Prepayments | 469 | 341 |
| Regulatory assets | 110 | 203 |
| Other current assets | 153 | 178 |
| TOTAL CURRENT ASSETS | 3,458 | 3,507 |
| INVESTMENTS | | |
| | 474 | 403 |
| UTILITY PLANT, AT ORIGINAL COST | | |
| Electric | 20,714 | 19,851 |
| Gas | 4,566 | 4,344 |
| Steam | 1,960 | 2,038 |
| General | 1,907 | 1,911 |
| TOTAL | 29,147 | 28,144 |
| Less: Accumulated depreciation | 5,961 | 5,808 |
| Net | 23,186 | 22,336 |
| Construction work in progress | 1,404 | 1,458 |
| NET UTILITY PLANT | 24,590 | 23,794 |
| NON-UTILITY PLANT | | |
| Non-utility property, less accumulated depreciation of \$57 and \$51 in 2011 and 2010, respectively | 47 | 46 |
| Construction work in progress | 61 | 23 |
| NET PLANT | 24,698 | 23,863 |
| OTHER NONCURRENT ASSETS | | |
| Goodwill | 429 | 429 |
| Intangible assets, less accumulated amortization of \$3 in 2011 and 2010 | 3 | 3 |
| Regulatory assets | 7,206 | 7,683 |
| Other deferred charges and noncurrent assets | 267 | 298 |
| TOTAL OTHER NONCURRENT ASSETS | 7,905 | 8,413 |
| TOTAL ASSETS | \$ 36,535 | \$ 36,186 |

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

Table of Contents**Consolidated Edison, Inc.
CONSOLIDATED BALANCE SHEET (UNAUDITED)**

| | September 30, 2011 | December 31, 2010 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Long-term debt due within one year | \$ 305 | \$ 5 |
| Accounts payable | 1,062 | 1,151 |
| Customer deposits | 302 | 289 |
| Accrued taxes | 166 | 90 |
| Accrued interest | 212 | 155 |
| Accrued wages | 94 | 102 |
| Fair value of derivative liabilities | 101 | 125 |
| Regulatory liabilities | 257 | 295 |
| Other current liabilities | 460 | 459 |
| TOTAL CURRENT LIABILITIES | 2,959 | 2,671 |
| NONCURRENT LIABILITIES | | |
| Obligations under capital leases | 2 | 7 |
| Provision for injuries and damages | 180 | 165 |
| Pensions and retiree benefits | 2,600 | 3,287 |
| Superfund and other environmental costs | 496 | 512 |
| Asset retirement obligations | 114 | 109 |
| Fair value of derivative liabilities | 30 | 77 |
| Other noncurrent liabilities | 118 | 113 |
| TOTAL NONCURRENT LIABILITIES | 3,540 | 4,270 |
| DEFERRED CREDITS AND REGULATORY LIABILITIES | | |
| Deferred income taxes and investment tax credits | 7,110 | 6,602 |
| Regulatory liabilities | 821 | 652 |
| Other deferred credits | 69 | 46 |
| TOTAL DEFERRED CREDITS AND REGULATORY LIABILITIES | 8,000 | 7,300 |
| LONG-TERM DEBT | 10,369 | 10,671 |
| SHAREHOLDERS' EQUITY | | |
| Common shareholders' equity (See Statement of Shareholders' Equity) | 11,454 | 11,061 |
| Preferred stock of subsidiary | 213 | 213 |
| TOTAL SHAREHOLDERS' EQUITY | 11,667 | 11,274 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ 36,535 | \$ 36,186 |

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, | |
|---|---|-------------|--|-------------|
| | 2011 | 2010 | 2011 | 2010 |
| | <i>(Millions of Dollars)</i> | | | |
| NET INCOME | \$ 386 | \$ 353 | \$ 869 | \$ 768 |
| OTHER COMPREHENSIVE INCOME, NET OF TAXES | | | | |
| Pension plan liability adjustments, net of taxes of \$1 and \$4 in 2011 and \$1 and \$4 in 2010, respectively | 2 | 1 | 7 | 5 |
| TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAXES | 2 | 1 | 7 | 5 |
| COMPREHENSIVE INCOME | \$ 388 | \$ 354 | \$ 876 | \$ 773 |
| Preferred stock dividend requirements of subsidiary | (3) | (3) | (9) | (9) |
| COMPREHENSIVE INCOME FOR COMMON STOCK | \$ 385 | \$ 351 | \$ 867 | \$ 764 |

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

Table of Contents**Consolidated Edison, Inc.****CONSOLIDATED STATEMENT OF COMMON SHAREHOLDERS EQUITY (UNAUDITED)**

| <i>(Millions of Dollars/Except Share Data)</i> | Common Stock | | | | Treasury Stock | | Accumulated Capital Stock | | Other Comprehensive | Total |
|--|--------------|--------|----------------------------------|----------------------|----------------|------------|---------------------------------|---------------|------------------------|-------|
| | Shares | Amount | Additional Paid-In Capital | Retained Earnings | Shares | Amount | Expense | Income/(Loss) | | |
| 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 | |
| BALANCE AS OF DECEMBER 31, 2010 | 291,616,334 | \$ 31 | \$ 4,915 | \$ 7,220 | 23,210,700 | \$ (1,001) | \$ (64) | \$ (40) | \$ 11,061 | |
| Net income for common stock | | | | 311 | | | | | 311 | |
| Common stock dividends | | | | (175) | | | | | (175) | |
| Issuance of common shares dividend reinvestment and employee stock plans | 656,049 | 1 | 30 | | | | | | 31 | |
| Other comprehensive income | | | | | | | | 3 | 3 | |
| BALANCE AS OF MARCH 31, 2011 | 292,272,383 | \$ 32 | \$ 4,945 | \$ 7,356 | 23,210,700 | \$ (1,001) | \$ (64) | \$ (37) | \$ 11,231 | |
| Net income for common stock | | | | 165 | | | | | 165 | |
| Common stock dividends | | | | (175) | | | | | (175) | |
| Issuance of common shares dividend reinvestment and employee stock plans | 603,513 | | 32 | | (182,942) | 5 | | | 37 | |
| Common stock repurchases | | | | | 178,942 | (9) | | | (9) | |
| Other comprehensive income | | | | | | | | 2 | 2 | |
| BALANCE AS OF JUNE 30, 2011 | 292,875,896 | \$ 32 | \$ 4,977 | \$ 7,346 | 23,206,700 | \$ (1,005) | \$ (64) | \$ (35) | \$ 11,251 | |
| Net income for common stock | | | | 383 | | | | | 383 | |
| Common stock dividends | | | | (176) | | | | | (176) | |
| Issuance of common shares dividend reinvestment and employee stock plans | 8,000 | | 6 | | (554,356) | 19 | | | 25 | |
| Common stock repurchases | | | | | 546,356 | (31) | | | (31) | |
| Other comprehensive income | | | | | | | | 2 | 2 | |
| BALANCE AS OF SEPTEMBER 30, 2011 | 292,883,896 | \$ 32 | \$ 4,983 | \$ 7,553 | 23,198,700 | \$ (1,017) | \$ (64) | \$ (33) | \$ 11,454 | |

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, | |
|---|---|---------------|--|---------------|
| | 2011 | 2010 | 2011 | 2010 |
| | <i>(Millions of Dollars)</i> | | | |
| OPERATING REVENUES | | | | |
| Electric | \$ 2,644 | \$ 2,570 | \$ 6,378 | \$ 6,402 |
| Gas | 197 | 204 | 1,156 | 1,126 |
| Steam | 76 | 91 | 508 | 487 |
| TOTAL OPERATING REVENUES | 2,917 | 2,865 | 8,042 | 8,015 |
| OPERATING EXPENSES | | | | |
| Purchased power | 736 | 764 | 1,840 | 2,102 |
| Fuel | 73 | 105 | 317 | 343 |
| Gas purchased for resale | 57 | 63 | 412 | 408 |
| Other operations and maintenance | 678 | 637 | 1,906 | 1,832 |
| Depreciation and amortization | 209 | 198 | 618 | 586 |
| Taxes, other than income taxes | 462 | 432 | 1,330 | 1,232 |
| TOTAL OPERATING EXPENSES | 2,215 | 2,199 | 6,423 | 6,503 |
| OPERATING INCOME | 702 | 666 | 1,619 | 1,512 |
| OTHER INCOME (DEDUCTIONS) | | | | |
| Investment and other income | (6) | 5 | 3 | 23 |
| Allowance for equity funds used during construction | 1 | 3 | 6 | 10 |
| Other deductions | (3) | (2) | (12) | (11) |
| TOTAL OTHER INCOME (DEDUCTIONS) | (8) | 6 | (3) | 22 |
| INCOME BEFORE INTEREST AND INCOME TAX EXPENSE | 694 | 672 | 1,616 | 1,534 |
| INTEREST EXPENSE | | | | |
| Interest on long-term debt | 130 | 137 | 393 | 406 |
| Other interest | 4 | 5 | 13 | 13 |
| Allowance for borrowed funds used during construction | (1) | (1) | (3) | (6) |
| NET INTEREST EXPENSE | 133 | 141 | 403 | 413 |
| INCOME BEFORE INCOME TAX EXPENSE | 561 | 531 | 1,213 | 1,121 |
| INCOME TAX EXPENSE | 205 | 196 | 425 | 404 |
| NET INCOME | 356 | 335 | 788 | 717 |
| Preferred stock dividend requirements | (3) | (3) | (9) | (8) |
| NET INCOME FOR COMMON STOCK | \$ 353 | \$ 332 | \$ 779 | \$ 709 |

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, | |
|---|--|----------------|
| | 2011 | 2010 |
| | <i>(Millions of Dollars)</i> | |
| OPERATING ACTIVITIES | | |
| Net income | \$ 788 | \$ 717 |
| PRINCIPAL NON-CASH CHARGES/(CREDITS) TO INCOME | | |
| Depreciation and amortization | 618 | 586 |
| Deferred income taxes | 309 | 562 |
| Common equity component of allowance for funds used during construction | (6) | (10) |
| Other non-cash items (net) | 98 | (88) |
| CHANGES IN ASSETS AND LIABILITIES | | |
| Accounts receivable customers, less allowance for uncollectibles | 3 | (84) |
| Materials and supplies, including fuel oil and gas in storage | 2 | (9) |
| Other receivables and other current assets | 243 | (208) |
| Prepayments | (303) | (309) |
| Accounts payable | (45) | (96) |
| Pensions and retiree benefits | (5) | (30) |
| Accrued taxes | (7) | 20 |
| Accrued interest | 46 | 37 |
| Deferred charges, deferred derivative losses, noncurrent assets and other regulatory assets | 33 | (374) |
| Deferred credits and other regulatory liabilities | 167 | 131 |
| Other liabilities | 19 | 93 |
| NET CASH FLOWS FROM OPERATING ACTIVITIES | 1,960 | 938 |
| INVESTING ACTIVITIES | | |
| Utility construction expenditures | (1,338) | (1,371) |
| Cost of removal less salvage | (118) | (100) |
| Common equity component of allowance for funds used during construction | 6 | 10 |
| NET CASH FLOWS USED IN INVESTING ACTIVITIES | (1,450) | (1,461) |
| FINANCING ACTIVITIES | | |
| Net proceeds from short-term debt | | 832 |
| Issuance of long-term debt | | 700 |
| Retirement of long-term debt | | (625) |
| Debt issuance costs | | (6) |
| Capital contribution by parent | | 36 |
| Dividend to parent | (509) | (502) |
| Preferred stock dividends | (9) | (8) |
| NET CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES | (518) | 427 |
| CASH AND TEMPORARY CASH INVESTMENTS: | | |
| NET CHANGE FOR THE PERIOD | (8) | (96) |
| BALANCE AT BEGINNING OF PERIOD | 78 | 131 |
| BALANCE AT END OF PERIOD | \$ 70 | \$ 35 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid/(refunded) during the period for: | | |
| Interest | \$ 336 | \$ 357 |
| Income taxes | \$ (103) | \$ 263 |

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, 2011 | December 31, 2010 |
|--|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and temporary cash investments | \$ 70 | \$ 78 |
| Accounts receivable – customers, less allowance for uncollectible accounts of \$80 and \$68 in 2011 and 2010, respectively | 1,022 | 1,025 |
| Other receivables, less allowance for uncollectible accounts of \$8 and \$7 in 2011 and 2010, respectively | 82 | 73 |
| Accrued unbilled revenue | 358 | 473 |
| Accounts receivable from affiliated companies | 24 | 273 |
| Fuel oil, gas in storage, materials and supplies, at average cost | 304 | 306 |
| Prepayments | 385 | 82 |
| Regulatory assets | 90 | 151 |
| Other current assets | 90 | 104 |
| TOTAL CURRENT ASSETS | 2,425 | 2,565 |
| INVESTMENTS | 178 | 167 |
| UTILITY PLANT, AT ORIGINAL COST | | |
| Electric | 19,508 | 18,735 |
| Gas | 4,051 | 3,844 |
| Steam | 1,960 | 2,038 |
| General | 1,736 | 1,746 |
| TOTAL | 27,255 | 26,363 |
| Less: Accumulated depreciation | 5,443 | 5,314 |
| Net | 21,812 | 21,049 |
| Construction work in progress | 1,333 | 1,345 |
| NET UTILITY PLANT | 23,145 | 22,394 |
| NON-UTILITY PLANT | | |
| Non-utility property, less accumulated depreciation of \$23 and \$22 in 2011 and 2010, respectively | 6 | 7 |
| NET PLANT | 23,151 | 22,401 |
| OTHER NONCURRENT ASSETS | | |
| Regulatory assets | 6,668 | 7,097 |
| Other deferred charges and noncurrent assets | 232 | 244 |
| TOTAL OTHER NONCURRENT ASSETS | 6,900 | 7,341 |
| TOTAL ASSETS | \$ 32,654 | \$ 32,474 |

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, 2011 | December 31, 2010 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| LIABILITIES AND SHAREHOLDER'S EQUITY | | |
| CURRENT LIABILITIES | | |
| Long-term debt due within one year | \$ 300 | \$ |
| Accounts payable | 836 | 924 |
| Accounts payable to affiliated companies | 15 | 13 |
| Customer deposits | 289 | 276 |
| Accrued taxes | 27 | 34 |
| Accrued taxes to affiliated companies | 29 | 29 |
| Accrued interest | 176 | 130 |
| Accrued wages | 91 | 93 |
| Fair value of derivative liabilities | 51 | 71 |
| Regulatory liabilities | 230 | 267 |
| Other current liabilities | 407 | 400 |
| TOTAL CURRENT LIABILITIES | 2,451 | 2,237 |
| NONCURRENT LIABILITIES | | |
| Obligations under capital leases | 2 | 7 |
| Provision for injuries and damages | 173 | 159 |
| Pensions and retiree benefits | 2,259 | 2,900 |
| Superfund and other environmental costs | 377 | 392 |
| Asset retirement obligations | 114 | 109 |
| Fair value of derivative liabilities | 9 | 29 |
| Other noncurrent liabilities | 110 | 102 |
| TOTAL NONCURRENT LIABILITIES | 3,044 | 3,698 |
| DEFERRED CREDITS AND REGULATORY LIABILITIES | | |
| Deferred income taxes and investment tax credits | 6,539 | 6,071 |
| Regulatory liabilities | 706 | 547 |
| Other deferred credits | 65 | 42 |
| TOTAL DEFERRED CREDITS AND REGULATORY LIABILITIES | 7,310 | 6,660 |
| LONG-TERM DEBT | 9,444 | 9,743 |
| SHAREHOLDER'S EQUITY | | |
| Common shareholder's equity (See Statement of Shareholder's Equity) | 10,192 | 9,923 |
| Preferred stock | 213 | 213 |
| TOTAL SHAREHOLDER'S EQUITY | 10,405 | 10,136 |
| TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY | \$ 32,654 | \$ 32,474 |

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 SHAREHOLDER S EQUITY (UNAUDITED)**

| | Common Stock | | Additional Paid-In Capital | Retained Earnings | Repurchased Con Edison Stock | Capital Stock Expense | Accumulated Other Comprehensive Income/(Loss) | Total |
|--|--------------|--------|----------------------------------|----------------------|---------------------------------------|-----------------------------|--|-----------|
| | Shares | Amount | | | | | | |
| <i>(Millions of Dollars/Except Share Data)</i> | | | | | | | | |
| 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 |
| BALANCE AS OF DECEMBER 31, 2010 | 235,488,094 | \$ 589 | \$ 4,234 | \$ 6,132 | \$ (962) | \$ (64) | \$ (6) | \$ 9,923 |
| Net income | | | | 271 | | | | 271 |
| Common stock dividend to parent | | | | (170) | | | | (170) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF MARCH 31, 2011 | 235,488,094 | \$ 589 | \$ 4,234 | \$ 6,230 | \$ (962) | \$ (64) | \$ (6) | \$ 10,021 |
| Net income | | | | 160 | | | | 160 |
| Common stock dividend to parent | | | | (170) | | | | (170) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF JUNE 30, 2011 | 235,488,094 | \$ 589 | \$ 4,234 | \$ 6,217 | \$ (962) | \$ (64) | \$ (6) | \$ 10,008 |
| Net income | | | | 356 | | | | 356 |
| Common stock dividend to parent | | | | (169) | | | | (169) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF SEPTEMBER 30, 2011 | 235,488,094 | \$ 589 | \$ 4,234 | \$ 6,401 | \$ (962) | \$ (64) | \$ (6) | \$ 10,192 |

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

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NOTES TO THE FINANCIAL STATEMENTS (UNAUDITED)

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, 2010 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, 2011 and June 30, 2011. Certain prior period amounts have been reclassified to conform to the current period presentation.

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**

For the three and nine months ended September 30, 2011 and 2010, Con Edison's basic and diluted EPS for Con Edison 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, | |
|---|---|----------------|--|----------------|
| | 2011 | 2010 | 2011 | 2010 |
| Net income for common stock | \$ 383 | \$ 350 | \$ 860 | \$ 759 |
| Weighted average common shares outstanding Basic | 292.9 | 283.0 | 292.5 | 282.2 |
| Add: Incremental shares attributable to effect of potentially dilutive securities | 1.7 | 1.6 | 1.7 | 1.5 |
| Adjusted weighted average common shares outstanding Diluted | 294.6 | 284.6 | 294.2 | 283.7 |
| Net income for common stock per common share basic | \$ 1.31 | \$ 1.24 | \$ 2.94 | \$ 2.69 |
| Net income for common stock per common share diluted | \$ 1.30 | \$ 1.23 | \$ 2.92 | \$ 2.68 |

Note B Regulatory Matters**Rate Agreements****O&R Electric**

In June 2011, the NYSPSC adopted an order granting O&R an electric rate increase, effective July 1, 2011, of \$26.6 million. The NYSPSC ruling reflects the following major items:

a weighted average cost of capital of 7.22 percent, reflecting:

a return on common equity of 9.2 percent, assuming achievement by the company of \$825,000 of austerity measures;

cost of long-term debt of 5.50 percent; and

common equity ratio of 48 percent.

continuation of a revenue decoupling mechanism;

a provision for reconciliation of certain differences in actual average net utility plant to the amount reflected in rates (\$718 million) and continuation of rate provisions under which pension and other post-retirement benefit expenses, environmental remediation expenses, tax-exempt debt costs and certain other expenses are reconciled to amounts for those expenses reflected in rates;

continuation of the rate provisions pursuant to which the company recovers its purchased power costs from customers;

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discontinuation of the provisions under which property taxes were reconciled to amounts reflected in rates;

discontinuation of the inclusion in rates of funding for the company's annual incentive plan for non-officer management employees;

continuation of provisions for potential operations penalties of up to \$3 million annually if certain customer service and system reliability performance targets are not met; and

O&R is directed to produce a report detailing its implementation plans for the recommendations made in connection with the NYSPSC's management audit of CECONY, with a forecast of costs to achieve and expected savings.

On July 29, 2011, O&R filed a request with the NYSPSC for an increase in the rates it charges for electric service rendered in New York, effective July 1, 2012, of \$17.7 million. The filing reflects a return on common equity of 10.75 percent and a common equity ratio of 49.4 percent. Among other things, the filing proposes continuation of the current provisions with respect to recovery from customers of the cost of purchased power and with respect to the deferral of differences between actual expenses allocable to the electric business for pensions and other postretirement benefits, environmental, and research and developmental costs to the amounts for such costs reflected in electric rates. The filing also includes an alternative proposal for a three-year electric rate plan with annual rate increases of \$17.6 million effective July 2012, 2013 and 2014. The multi-year filing reflects a return on common equity of 11.25 percent.

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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 G). Pursuant to NYSPSC orders, a portion of the company's revenues (currently, \$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, 2011, the company had collected an estimated \$753 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 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. At September 30, 2011, the company had a \$10.5 million regulatory liability relating to this matter. The company is unable to estimate the amount, if any, by which any refund required by the NYSPSC may exceed this regulatory liability.

In February 2011, the NYSPSC initiated a proceeding to examine the existing mechanisms pursuant to which utilities recover site investigation and remediation costs and possible alternatives. See Note F to the Third Quarter Financial Statements.

Table of Contents**Regulatory Assets and Liabilities**

Regulatory assets and liabilities at September 30, 2011 and December 31, 2010 were comprised of the following items:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|---|-----------------|-----------------|-----------------|-----------------|
| | 2011 | 2010 | 2011 | 2010 |
| Regulatory assets | | | | |
| Unrecognized pension and other postretirement costs | \$ 3,769 | \$ 4,371 | \$ 3,584 | \$ 4,152 |
| Future federal income tax | 1,763 | 1,593 | 1,688 | 1,515 |
| Environmental remediation costs | 681 | 695 | 563 | 574 |
| Pension and other post retirement benefits deferrals | 198 | 138 | 156 | 90 |
| Revenue taxes | 160 | 145 | 155 | 140 |
| Surcharge for New York State assessment | 150 | 121 | 138 | 112 |
| Net electric deferrals | 126 | 156 | 126 | 156 |
| Deferred storm costs | 81 | 57 | 61 | 43 |
| O&R transition bond charges | 45 | 48 | | |
| Deferred derivative losses long-term | 34 | 74 | 21 | 48 |
| Workers compensation | 25 | 31 | 24 | 31 |
| Accrued unbilled revenues | 22 | | 22 | |
| Property tax reconciliation | 12 | 34 | | 27 |
| World Trade Center restoration costs | 9 | 45 | 9 | 45 |
| Recoverable energy cost | 2 | 42 | 2 | 42 |
| Other | 129 | 133 | 119 | 122 |
| Regulatory assets long-term | 7,206 | 7,683 | 6,668 | 7,097 |
| Deferred derivative losses current | 110 | 190 | 90 | 151 |
| Recoverable energy costs current | | 13 | | |
| Regulatory assets current | 110 | 203 | 90 | 151 |
| Total Regulatory Assets | \$ 7,316 | \$ 7,886 | \$ 6,758 | \$ 7,248 |
| Regulatory liabilities | | | | |
| Allowance for cost of removal less salvage | \$ 440 | \$ 422 | \$ 365 | \$ 350 |
| World Trade Center settlement proceeds | 62 | | 62 | |
| Carrying charges on transmission and distribution net plant | 39 | 28 | 12 | 5 |
| Bonus depreciation | 24 | 1 | 23 | 1 |
| Energy efficiency programs | 23 | 12 | 21 | 11 |
| Gas line losses | 21 | | 21 | |
| New York State tax refund | 20 | 30 | 20 | 30 |
| Gain on sale of properties | 14 | 28 | 14 | 28 |
| Expenditure prudence proceeding | 11 | | 11 | |
| Other | 167 | 131 | 157 | 122 |
| Regulatory liabilities long-term | 821 | 652 | 706 | 547 |
| Net unbilled revenue deferrals current | 116 | 136 | 115 | 135 |
| Revenue decoupling mechanism | 99 | 38 | 99 | 38 |
| Refundable energy cost current | 38 | 117 | 13 | 91 |
| Deferred derivative gains current | 4 | 4 | 3 | 3 |
| Regulatory liabilities current | 257 | 295 | 230 | 267 |
| Total Regulatory Liabilities | \$ 1,078 | \$ 947 | \$ 936 | \$ 814 |

Note C Short-Term Borrowing

In October 2011, Con Edison and the Utilities entered into a Credit Agreement (Credit Agreement), under which banks are committed to provide loans and letters of credit on a revolving credit basis, and terminated their Amended and Restated Credit Agreement (Prior Credit Agreement) which was to expire in June 2012. Under the Credit Agreement, which expires in October 2016, there is a maximum of \$2.25 billion of credit available, with the full amount available to CECONY and \$1 billion available to Con Edison, including up to \$1.2 billion of letters of credit. The Credit Agreement supports the Companies' commercial paper programs. The Companies have not borrowed under the Credit Agreement.

The banks' commitments under the Credit Agreement are subject to certain conditions, including that there be no event of default. The commitments are not subject to maintenance of credit rating levels or the absence of a material adverse change. Upon a change of control of, or upon an event of default by one of the

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Companies, the banks may terminate their commitments with respect to that company, declare any amounts owed by that company under the Credit Agreement immediately due and payable and require that company to provide cash collateral relating to the letters of credit issued for it under the Credit Agreement. Events of default include the exceeding at any time of a ratio of consolidated debt to consolidated total capital of 0.65 to 1 (at September 30, 2011 this ratio was 0.48 to 1 for Con Edison and CECONY); having liens on its assets in an aggregate amount exceeding 5 percent of its consolidated total capital, subject to certain exceptions; and the failure, following any applicable notice period, to meet certain other customary covenants. Interest and fees charged for the revolving credit facilities and any loans made or letters of credit issued under the Credit Agreement reflect the Companies' respective credit ratings.

At September 30, 2011 and December 31, 2010 Con Edison and CECONY had no commercial paper outstanding.

At September 30, 2011 and December 31, 2010, no loans were outstanding under the Companies' Credit Agreement or Prior Credit Agreement and \$223 million (including \$170 million for CECONY) and \$197 million (including \$145 million for CECONY) of letters of credit were outstanding under the Credit Agreement or Prior Credit Agreement, respectively.

Note D Pension Benefits

Net Periodic Benefit Cost

The components of the Companies' net periodic benefit costs for the three and nine months ended September 30, 2011 and 2010 were as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, | | | |
|--|---|---------------|---------------|---------------|
| | Con Edison | | CECONY | |
| | 2011 | 2010 | 2011 | 2010 |
| Service cost including administrative expenses | \$ 48 | \$ 42 | \$ 45 | \$ 39 |
| Interest cost on projected benefit obligation | 140 | 139 | 131 | 130 |
| Expected return on plan assets | (184) | (175) | (174) | (167) |
| Amortization of net actuarial loss | 133 | 106 | 126 | 100 |
| Amortization of prior service costs | 2 | 2 | | 2 |
| NET PERIODIC BENEFIT COST | \$ 139 | \$ 114 | \$ 128 | \$ 104 |
| Amortization of regulatory asset | | | | |
| TOTAL PERIODIC BENEFIT COST | \$ 139 | \$ 114 | \$ 128 | \$ 104 |
| Cost capitalized | (45) | (40) | (42) | (36) |
| Cost deferred | (11) | (29) | (11) | (29) |
| Cost charged to operating expenses | \$ 83 | \$ 45 | \$ 75 | \$ 39 |

| <i>(Millions of Dollars)</i> | For the Nine Months Ended September 30, | | | |
|--|--|---------------|---------------|---------------|
| | Con Edison | | CECONY | |
| | 2011 | 2010 | 2011 | 2010 |
| Service cost including administrative expenses | \$ 142 | \$ 126 | \$ 133 | \$ 117 |
| Interest cost on projected benefit obligation | 420 | 417 | 393 | 390 |
| Expected return on plan assets | (550) | (527) | (524) | (501) |
| Amortization of net actuarial loss | 397 | 318 | 376 | 300 |
| Amortization of prior service costs | 6 | 6 | 4 | 6 |
| NET PERIODIC BENEFIT COST | \$ 415 | \$ 340 | \$ 382 | \$ 312 |
| Amortization of regulatory asset* | 1 | 1 | 1 | 1 |
| TOTAL PERIODIC BENEFIT COST | \$ 416 | \$ 341 | \$ 383 | \$ 313 |
| Cost capitalized | (141) | (118) | (131) | (109) |
| Cost deferred | (68) | (85) | (70) | (82) |
| Cost charged to operating expenses | \$ 207 | \$ 138 | \$ 182 | \$ 122 |

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

Table of Contents**Expected Contributions**

The Companies are not required under funding regulations and laws to make any contributions to the pension plan during 2011. The Companies policy is to fund their accounting cost to the extent tax deductible. In 2011, Con Edison contributed \$533 million to the pension plan (of which \$491 million was contributed by CECONY). During the first nine months of 2010, Con Edison contributed \$434 million to the pension plan (of which \$397 million was contributed by CECONY). During the first nine months of 2011, the Companies funded \$11 million for the non-qualified supplemental pension plans.

Note E Other Postretirement Benefits**Net Periodic Benefit Cost**

The components of the Companies net periodic postretirement benefit costs for the three and nine months ended September 30, 2011 and 2010 were as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, | | | |
|--|---|--------------|---------------|--------------|
| | Con Edison | | CECONY | |
| | 2011 | 2010 | 2011 | 2010 |
| Service cost | \$ 7 | \$ 6 | \$ 5 | \$ 5 |
| Interest cost on accumulated other postretirement benefit obligation | 20 | 23 | 18 | 20 |
| Expected return on plan assets | (22) | (22) | (21) | (19) |
| Amortization of net actuarial loss | 22 | 23 | 20 | 21 |
| Amortization of prior service cost | (3) | (3) | (3) | (4) |
| Amortization of transition obligation | 1 | 1 | 1 | 1 |
| NET PERIODIC POSTRETIREMENT BENEFIT COST | \$ 25 | \$ 28 | \$ 20 | \$ 24 |
| Cost capitalized | (9) | (10) | (7) | (8) |
| Cost deferred | 3 | 2 | 3 | 1 |
| Cost charged to operating expenses | \$ 19 | \$ 20 | \$ 16 | \$ 17 |

| <i>(Millions of Dollars)</i> | For the Nine Months Ended September 30, | | | |
|--|--|--------------|---------------|--------------|
| | Con Edison | | CECONY | |
| | 2011 | 2010 | 2011 | 2010 |
| Service cost | \$ 19 | \$ 18 | \$ 15 | \$ 15 |
| Interest cost on accumulated other postretirement benefit obligation | 62 | 69 | 54 | 60 |
| Expected return on plan assets | (66) | (66) | (59) | (57) |
| Amortization of net actuarial loss | 66 | 69 | 60 | 63 |
| Amortization of prior service cost | (7) | (9) | (9) | (12) |
| Amortization of transition obligation | 3 | 3 | 3 | 3 |
| NET PERIODIC POSTRETIREMENT BENEFIT COST | \$ 77 | \$ 84 | \$ 64 | \$ 72 |
| Cost capitalized | (27) | (30) | (22) | (25) |
| Cost deferred | 12 | 2 | 10 | (1) |
| Cost charged to operating expenses | \$ 62 | \$ 56 | \$ 52 | \$ 46 |

Expected Contributions

Con Edison expects to make a contribution of \$84 million, including \$74 million for CECONY, to the other postretirement benefit plans in 2011. During the first nine months of 2011, Con Edison contributed \$35 million to the other postretirement benefit plans (of which \$30 million was contributed by CECONY).

Note F 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 hazardous substances for investigation and remediation costs (which include costs of demolition, removal, disposal, storage, replacement, containment, and monitoring) and natural resource damages. Liability

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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 investigate and, where determinable, 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, 2011 and December 31, 2010 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|------------------------------|------------|--------|--------|--------|
| | 2011 | 2010 | 2011 | 2010 |
| Accrued Liabilities: | | | | |
| Manufactured gas plant sites | \$ 432 | \$ 446 | \$ 314 | \$ 327 |
| Other Superfund Sites | 64 | 66 | 63 | 65 |
| Total | \$ 496 | \$ 512 | \$ 377 | \$ 392 |
| Regulatory assets | \$ 681 | \$ 695 | \$ 563 | \$ 574 |

Most of the accrued Superfund Site liability relates to sites that have been investigated, in whole or in part. However, for some 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 may 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. In February 2011, the NYSPSC initiated a proceeding to examine the existing mechanisms pursuant to which utilities recover such costs and possible alternatives.

Environmental remediation costs incurred related to Superfund Sites for the three and nine months ended September 30, 2011 and 2010, were as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, | | | |
|------------------------------|--|------|--------|------|
| | Con Edison | | CECONY | |
| | 2011 | 2010 | 2011 | 2010 |
| Remediation costs incurred | \$ 9 | \$ 9 | \$ 9 | \$ 8 |

| <i>(Millions of Dollars)</i> | For the Nine Months Ended September 30, | | | |
|------------------------------|---|-------|--------|-------|
| | Con Edison | | CECONY | |
| | 2011 | 2010 | 2011 | 2010 |
| Remediation costs incurred | \$ 24 | \$ 32 | \$ 22 | \$ 30 |

There were no insurance recoveries related to Superfund Sites for the three months ended September 30, 2011 and 2010. Insurance recoveries related to Superfund Sites for the nine months ended September 30, 2011 and 2010 were immaterial.

In 2010, 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 \$1.9 billion. In 2010, 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 \$200 million. These estimates were based on the assumption that there is contamination at all sites, including those that have not yet been fully investigated and additional assumptions about the extent of the contamination and the type and extent of the 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 2010, CECONY estimated that its aggregate undiscounted potential liability for these suits and additional suits that may be brought over the next 15 years is \$10 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, 2011 and December 31, 2010 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|---|------------|--------|--------|--------|
| | 2011 | 2010 | 2011 | 2010 |
| Accrued liability - asbestos suits | \$ 10 | \$ 10 | \$ 10 | \$ 10 |
| Regulatory assets - asbestos suits | \$ 10 | \$ 10 | \$ 10 | \$ 10 |
| Accrued liability - workers' compensation | \$ 99 | \$ 106 | \$ 94 | \$ 101 |
| Regulatory assets - workers' compensation | \$ 25 | \$ 31 | \$ 24 | \$ 31 |

Note G - 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 been convicted) 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 has provided 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. 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).

CECONY is also investigating the September 2010 arrest of a retired employee (who has since pleaded guilty to participating in a bribery scheme in which the employee received payments from two companies that supplied materials to the company) and the January 2011 arrest of an employee (for accepting kickbacks from an engineering firm that performed work for the

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company). CECONY has provided information to governmental authorities in connection with their ongoing investigations of these matters.

The company, based upon its evaluation of its internal controls for 2010 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.

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 \$(52) million at September 30, 2011 and \$(41) million at December 31, 2010 and is comprised of a \$234 million gross investment less \$286 million deferred tax liabilities at September 30, 2011 and \$235 million gross investment less \$276 million of deferred tax liabilities at December 31, 2010.

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 2010, 2009 and 2008, the IRS has disallowed \$40 million, \$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, 2011, in the aggregate, was \$232 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 \$86 million net of tax at September 30, 2011.

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

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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 LIFO transactions, and the company would be required to recalculate the accounting effect of the LIFO 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 \$862 million and \$859 million at September 30, 2011 and December 31, 2010, respectively.

A summary, by type and term, of Con Edison's total guarantees at September 30, 2011 is as follows:

| Guarantee Type | 0 - 3 years | 4 - 10 years | > 10 years | Total |
|--------------------------|------------------------------|--------------|------------|--------|
| | <i>(Millions of Dollars)</i> | | | |
| Energy transactions | \$ 652 | \$ 3 | \$ 153 | \$ 808 |
| Intra-company guarantees | 15 | | 1 | 16 |
| Other guarantees | 25 | 13 | | 38 |
| TOTAL | \$ 692 | \$ 16 | \$ 154 | \$ 862 |

Energy Transactions Con Edison guarantees payments on behalf of its competitive energy businesses in order to facilitate physical and financial transactions in gas, pipeline capacity, transportation, oil, electricity and energy services. To the extent that liabilities exist under the contracts subject to these guarantees, such liabilities are included in Con Edison's consolidated balance sheet.

Intra-company Guarantees Con Edison guarantees electricity sales made by Con Edison Energy and Con Edison Solutions to O&R and CECONY.

Other Guarantees Con Edison, also guarantees the following:

\$13 million relates to a guarantee issued by Con Edison to CECONY covering a former Con Edison subsidiary's lease payments to use CECONY's conduit system in accordance with a tariff approved by the NYSPSC and a guarantee issued by Con Edison to a landlord to guarantee the former subsidiary's obligations under a building lease. The former subsidiary is obligated to reimburse Con Edison for any payments made under these guarantees. This obligation is fully secured by letters of credit;

\$25 million for guarantees provided by Con Edison to Travelers Insurance Company for indemnity agreements for surety bonds in connection with energy service projects performed by Con Edison Solutions; and

Con Edison, on behalf of Con Edison Solutions, as a retail electric provider, issued a guarantee to the Public Utility Commission of Texas with no specified limitation on the amount guaranteed, covering the payment of all obligations of a retail electric provider. Con Edison's estimate of the maximum potential obligation is \$5 million as of September 30, 2011.

Table of Contents**Note H Financial Information by Business Segment**

The financial data for the business segments are as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, | | | | | | Operating | |
|-------------------------------|--|----------|---------------|------|------------------|--------|-----------|--------|
| | Operating | | Inter-segment | | Depreciation and | | income | |
| | revenues | | revenues | | amortization | | 2011 | 2010 |
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| CECONY | | | | | | | | |
| Electric | \$ 2,644 | \$ 2,570 | \$ 3 | \$ 3 | \$ 166 | \$ 156 | \$ 758 | \$ 715 |
| Gas | 197 | 204 | 1 | 1 | 28 | 26 | (23) | (16) |
| Steam | 76 | 91 | 20 | 18 | 15 | 16 | (33) | (33) |
| Consolidation adjustments | | | (24) | (22) | | | | |
| Total CECONY | \$ 2,917 | \$ 2,865 | \$ | \$ | \$ 209 | \$ 198 | \$ 702 | \$ 666 |
| O&R | | | | | | | | |
| Electric | \$ 217 | \$ 245 | \$ | \$ | \$ 9 | \$ 8 | \$ 44 | \$ 52 |
| Gas | 24 | 25 | | | 3 | 3 | (6) | (4) |
| Total O&R | \$ 241 | \$ 270 | \$ | \$ | \$ 12 | \$ 11 | \$ 38 | \$ 48 |
| Competitive energy businesses | \$ 472 | \$ 584 | \$ 3 | \$ 2 | \$ 1 | \$ 2 | \$ 16 | \$ (8) |
| Other* | (1) | (12) | (3) | (2) | | | | (1) |
| Total Con Edison | \$ 3,629 | \$ 3,707 | \$ | \$ | \$ 222 | \$ 211 | \$ 756 | \$ 705 |

* 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 | |
|-------------------------------|---|-----------|---------------|------|------------------|--------|-----------|----------|
| | Operating | | Inter-segment | | Depreciation and | | income | |
| | revenues | | revenues | | amortization | | 2011 | 2010 |
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| CECONY | | | | | | | | |
| Electric | \$ 6,378 | \$ 6,402 | \$ 9 | \$ 9 | \$ 489 | \$ 464 | \$ 1,326 | \$ 1,228 |
| Gas | 1,156 | 1,126 | 4 | 4 | 82 | 76 | 212 | 243 |
| Steam | 508 | 487 | 59 | 55 | 47 | 46 | 81 | 41 |
| Consolidation adjustments | | | (72) | (68) | | | | |
| Total CECONY | \$ 8,042 | \$ 8,015 | \$ | \$ | \$ 618 | \$ 586 | \$ 1,619 | \$ 1,512 |
| O&R | | | | | | | | |
| Electric | \$ 507 | \$ 559 | \$ | \$ | \$ 26 | \$ 24 | \$ 69 | \$ 71 |
| Gas | 153 | 150 | | | 10 | 9 | 22 | 20 |
| Total O&R | \$ 660 | \$ 709 | \$ | \$ | \$ 36 | \$ 33 | \$ 91 | \$ 91 |
| Competitive energy businesses | \$ 1,286 | \$ 1,491 | \$ 9 | \$ 6 | \$ 5 | \$ 7 | \$ 75 | \$ 25 |
| Other* | (16) | (30) | (9) | (6) | | | (2) | (1) |
| Total Con Edison | \$ 9,972 | \$ 10,185 | \$ | \$ | \$ 659 | \$ 626 | \$ 1,781 | \$ 1,627 |

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

Note I 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.

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, 2011 and December 31, 2010 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|---|-------------------|-------------|---------------|-------------|
| | 2011 | 2010 | 2011 | 2010 |
| Fair value of net derivative assets/(liabilities) gross | \$ (115) | \$ (261) | \$ (62) | \$ (156) |
| Impact of netting of cash collateral | 73 | 176 | 41 | 104 |
| Fair value of net derivative assets/(liabilities) net | \$ (42) | \$ (85) | \$ (21) | \$ (52) |

Table of Contents**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, 2011, Con Edison and CECONY had \$120 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 \$60 million with investment-grade counterparties, \$44 million with commodity exchange brokers, \$15 million with independent system operators and \$1 million with non-investment grade counterparties. 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, 2011 were:

| <i>(Millions of Dollars)</i> | Fair Value of Commodity Derivatives (a) | Con | CECONY |
|------------------------------|--|---------------|---------------|
| | Balance Sheet Location | Edison | |
| | Derivative Assets | | |
| Current | Other current assets | \$ 112 | \$ 41 |
| Long-term | Other deferred charges and non-current assets | 36 | 23 |
| Total derivative assets | | \$ 148 | \$ 64 |
| Impact of netting | | (68) | (25) |
| Net derivative assets | | \$ 80 | \$ 39 |
| | Derivative Liabilities | | |
| Current | Fair value of derivative liabilities | \$ 209 | \$ 95 |
| Long-term | Fair value of derivative liabilities | 54 | 31 |
| Total derivative liabilities | | \$ 263 | \$ 126 |
| Impact of netting | | (141) | (66) |
| Net derivative liabilities | | \$ 122 | \$ 60 |

(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 fair values of the Companies' commodity derivatives at December 31, 2010 were:

| <i>(Millions of Dollars)</i> | Fair Value of Commodity Derivatives (a) | Con | CECONY |
|------------------------------|--|---------------|---------------|
| | Balance Sheet Location | Edison | |
| | Derivative Assets | | |
| Current | Other current assets | \$ 184 | \$ 29 |
| Long-term | Other deferred charges and non-current assets | 51 | 19 |
| Total derivative assets | | \$ 235 | \$ 48 |
| Impact of netting | | (129) | |
| Net derivative assets | | \$ 106 | \$ 48 |
| | Derivative Liabilities | | |

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| | | | |
|------------------------------|--------------------------------------|--------|--------|
| Current | Fair value of derivative liabilities | \$ 385 | \$ 148 |
| Long-term | Fair value of derivative liabilities | 111 | 56 |
| Total derivative liabilities | | \$ 496 | \$ 204 |
| Impact of netting | | (305) | (104) |
| Net derivative liabilities | | \$ 191 | \$ 100 |

- (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 Utilities generally recover all of their prudently incurred fuel, purchased power and gas cost, including hedging gains and losses, in accordance with rate provisions approved by the applicable state utility commissions. 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 tables present 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, 2011:

Realized and Unrealized Gains/(Losses) on Commodity Derivatives (a)**Deferred or Recognized in Income for the three months ended September 30, 2011**

| <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 | Deferred derivative gains | \$ (2) | \$ (1) |
| Long-term | Regulatory liabilities | 1 | 1 |
| Total deferred gains | | \$ (1) | \$ |
| Current | Deferred derivative losses | \$ 12 | \$ 7 |
| Current | Recoverable energy costs | (75) | (53) |
| Long-term | Regulatory assets | 10 | 6 |
| Total deferred losses | | \$ (53) | \$ (40) |
| Net deferred losses | | \$ (54) | \$ (40) |
| Income Statement Location | | | |
| Pre-tax gain/(loss) recognized in income | | | |
| | Purchased power expense | \$ 29(b) | \$ |
| | Gas purchased for resale | 6 | |
| | Non-utility revenue | 5(b) | |
| Total pre-tax gain/(loss) recognized in income | | \$ 40 | \$ |

- (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, 2011 Con Edison recorded in non-utility operating revenues and purchased power expense an unrealized pre-tax (loss) of \$(10) million and \$(1) million, respectively.

Realized and Unrealized Gains/(Losses) on Commodity Derivatives (a)**Deferred or Recognized in Income for the nine months ended September 30, 2011**

| <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 | Deferred derivative gains | \$ | \$ |
| Long-term | Regulatory liabilities | 3 | 3 |
| Total deferred gains | | \$ 3 | \$ 3 |
| Current | Deferred derivative losses | \$ 80 | \$ 61 |
| Current | Recoverable energy costs | (177) | (134) |
| Long-term | Regulatory assets | 38 | 27 |

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| | | | |
|--|----------------------------------|----------|---------|
| Total deferred losses | | \$ (59) | \$ (47) |
| Net deferred losses | | \$ (56) | \$ (44) |
| | Income Statement Location | | |
| Pre-tax gain/(loss) recognized in income | | | |
| | Purchased power expense | \$ 81(b) | \$ |
| | Gas purchased for resale | 17 | |
| | Non-utility revenue | 22(b) | |
| Total pre-tax gain/(loss) recognized in income | | \$ 120 | \$ |

- (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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(b) For the nine months ended September 30, 2011, Con Edison recorded in non-utility operating revenues and purchased power expense an unrealized pre-tax (loss)/gain of \$(35) million and \$59 million, respectively.

The following tables present 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.

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)(b) | \$ |
| | 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.

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As of September 30, 2011, Con Edison had 1,565 contracts, including 612 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 | 810 | 16,479,730 | 73 | 8,201 | 682 | 98,382,500 | 1,565 |
| CECONY | 146 | 4,025,375 | | | 466 | 90,710,000 | 612 |

- (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.

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, 2011, 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 | \$ 128 | \$ 70 |
| Collateral posted | \$ 34(b) | \$ 29(b) |
| Additional collateral (c) (downgrade one level from current ratings (d)) | \$ 11 | \$ 9 |
| Additional collateral (c) (downgrade to below investment grade from current ratings (d)) | \$ 143(e) | \$ 54(e) |

- (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, 2011, would have amounted to an estimated \$146 million for Con Edison. 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, 2011, the Utilities posted combined collateral of \$34 million, including an estimated \$5 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.

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- (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, 2011, if Con Edison had been downgraded to below investment grade, it would have been required to post additional collateral for such derivative instruments of an estimated \$16 million.

Interest Rate Swap

O&R has an interest rate swap pursuant to which it 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, 2011 was an unrealized loss of \$9 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. The increase in the fair value of the swap for the three and nine months ended

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September 30, 2011 was not material. In the event O&R's credit rating was downgraded to BBB- or lower by S&P or Baa3 or lower by Moody's, 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 J Fair Value Measurements

The accounting rules for fair value measurements and disclosures define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in a principal or most advantageous market. Fair value is a market-based measurement that is determined based on inputs, which refer broadly to assumptions that market participants use in pricing assets or liabilities. These inputs can be readily observable, market corroborated, or generally unobservable firm inputs. The Companies often make certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, and the risks inherent in the inputs to valuation techniques. The Companies use valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

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. The Companies classify fair value balances based on the fair value hierarchy defined by the accounting rules for fair value measurements and disclosures as follows:

Level 1 Consists of assets or liabilities whose value is based on unadjusted quoted prices in active markets at the measurement date. An active market is one in which transactions for assets or liabilities occur with sufficient frequency and volume to provide pricing information on an ongoing basis. This category includes contracts traded on active exchange markets valued using unadjusted prices quoted directly from the exchange.

Level 2 Consists of assets or liabilities valued using industry standard models and based on prices, other than quoted prices within Level 1, that are either directly or indirectly observable as of the measurement date. The industry standard models consider observable assumptions including time value, volatility factors, and current market and contractual prices for the underlying commodities, in addition to other economic measures. This category includes contracts traded on active exchanges or in over-the-counter markets priced with industry standard models.

Level 3 Consists of assets or liabilities whose fair value is estimated based on internally developed models or methodologies using inputs that are generally less readily observable and supported by little, if any, market activity at the measurement date. Unobservable inputs are developed based on the best available information and subject to cost benefit constraints. This category includes contracts priced using models that are internally developed and contracts placed in illiquid markets. It also includes contracts that expire after the period of time for which quoted prices are available and internal models are used to determine a significant portion of the value.

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.

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Assets and liabilities measured at fair value on a recurring basis as of September 30, 2011 are summarized as follows:

| <i>(Millions of Dollars)</i> | Netting | | | | | | | | | |
|------------------------------|------------|--------|------------|--------|------------|--------|-----------------|---------|------------|--------|
| | Level 1 | | Level 2 | | Level 3 | | Adjustments (4) | | Total | |
| | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY |
| Derivative assets: | | | | | | | | | | |
| Commodity | \$ 2 | \$ | \$ 52 | \$ 28 | \$ 69 | \$ 17 | \$ (44) | \$ (6) | \$ 79 | \$ 39 |
| Transfer in (5) (6) | 1 | 1 | | | | | | | 1 | 1 |
| Transfer out (5) (6) | | | (1) | (1) | | | | | (1) | (1) |
| Commodity (1) | 3 | 1 | 51 | 27 | 69 | 17 | (44) | (6) | 79 | 39 |
| Other assets (3) | 75 | 75 | | | 100 | 91 | | | 175 | 166 |
| Total | \$ 78 | \$ 76 | \$ 51 | \$ 27 | \$ 169 | \$ 108 | \$ (44) | \$ (6) | \$ 254 | \$ 205 |
| Derivative liabilities: | | | | | | | | | | |
| Commodity | \$ 10 | \$ 5 | \$ 130 | \$ 91 | \$ 98 | \$ 11 | \$ (117) | \$ (47) | \$ 121 | \$ 60 |
| Transfer in (5) (7) | | | 23 | 8 | 1 | 1 | | | 24 | 9 |
| Transfer out (5) (7) | | | (1) | (1) | (23) | (8) | | | (24) | (9) |
| Commodity (1) | \$ 10 | \$ 5 | \$ 152 | \$ 98 | \$ 76 | \$ 4 | \$ (117) | \$ (47) | \$ 121 | \$ 60 |
| Interest rate contract (2) | | | | | 9 | | | | 9 | |
| Total | \$ 10 | \$ 5 | \$ 152 | \$ 98 | \$ 85 | \$ 4 | \$ (117) | \$ (47) | \$ 130 | \$ 60 |

(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 I.

(2) See Note I.

(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 1 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 December 31, 2010 to less than one year as of September 30, 2011.

Assets and liabilities measured at fair value on a recurring basis as of December 31, 2010 are summarized as follows:

| <i>(Millions of Dollars)</i> | Netting | | | | | | | | | |
|------------------------------|------------|--------|------------|--------|------------|--------|-----------------|---------|------------|--------|
| | Level 1 | | Level 2 | | Level 3 | | Adjustments (4) | | Total | |
| | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY | Con Edison | CECONY |
| Derivative assets: | | | | | | | | | | |
| Commodity (1) | \$ 2 | \$ 1 | \$ 72 | \$ 21 | \$ 144 | \$ 13 | \$ (112) | \$ 13 | \$ 106 | \$ 48 |
| Other assets (3) | 65 | 64 | | | 101 | 92 | | | 166 | 156 |
| Total | \$ 67 | \$ 65 | \$ 72 | \$ 21 | \$ 245 | \$ 105 | \$ (112) | \$ 13 | \$ 272 | \$ 204 |
| Derivative liabilities: | | | | | | | | | | |
| Commodity | \$ 4 | \$ 2 | \$ 270 | \$ 177 | \$ 205 | \$ 12 | \$ (288) | \$ (91) | \$ 191 | \$ 100 |
| Transfer in (5) (6) (7) | | | (36) | (36) | (9) | (9) | | | (45) | (45) |
| Transfer out (5) (6) (7) | | | 9 | 9 | 36 | 36 | | | 45 | 45 |
| Commodity (1) | \$ 4 | \$ 2 | \$ 243 | \$ 150 | \$ 232 | \$ 39 | \$ (288) | \$ (91) | \$ 191 | \$ 100 |
| Interest rate contract (2) | | | | | 10 | | | | 10 | |
| Total | \$ 4 | \$ 2 | \$ 243 | \$ 150 | \$ 242 | \$ 39 | \$ (288) | \$ (91) | \$ 201 | \$ 100 |

(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

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Level 3. See Note I.

- (2) See Note I.
- (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 December 31, 2009 to less than one year as of December 31, 2010.

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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, 2011 and classified as Level 3 in the fair value hierarchy below.

| <i>(Millions of Dollars)</i> | For the Three Months Ended September 30, 2011 | | | | | | | | |
|------------------------------|---|---|--|------------------|------------------|--------------|--------------------|---|--|
| | Total Gains/(Losses) | | | | | | | | |
| | Beginning Balance as of July 1, 2011 | Realized and Unrealized Included in Earnings | Realized and Unrealized Included in Regulatory Assets and Liabilities | Purchases | Issuances | Sales | Settlements | Transfer In/Out of Level 3 | Ending Balance as of September 30, 2011 |
| Con Edison | | | | | | | | | |
| Derivatives: | | | | | | | | | |
| Commodity | \$ (25) | \$ (27) | \$ 9 | \$ 8 | \$ | \$ | \$ 4 | \$ 24 | \$ (7) |
| Interest rate contract | (10) | (1) | 1 | | | | 1 | | (9) |
| Other assets (1) | 106 | (3) | (3) | | | | | | 100 |
| Total | \$ 71 | \$ (31) | \$ 7 | \$ 8 | \$ | \$ | \$ 5 | \$ 24 | \$ 84 |
| CECONY | | | | | | | | | |
| Derivatives: | | | | | | | | | |
| Commodity | \$ | \$ (8) | \$ 1 | \$ 8 | \$ | \$ | \$ 3 | \$ 9 | \$ 13 |
| Other assets (1) | 96 | (3) | (2) | | | | | | 91 |
| Total | \$ 96 | \$ (11) | \$ (1) | \$ 8 | \$ | \$ | \$ 3 | \$ 9 | \$ 104 |

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

| <i>(Millions of Dollars)</i> | For the Nine Months Ended September 30, 2011 | | | | | | | | |
|------------------------------|--|---|--|------------------|------------------|--------------|--------------------|---|--|
| | Total Gains/(Losses) | | | | | | | | |
| | Beginning Balance as of January 1, 2011 | Realized and Unrealized Included in Earnings | Realized and Unrealized Included in Regulatory Assets and Liabilities | Purchases | Issuances | Sales | Settlements | Transfer In/Out of Level 3 | Ending Balance as of September 30, 2011 |
| Con Edison | | | | | | | | | |
| Derivatives: | | | | | | | | | |
| Commodity | \$ (88) | \$ (5) | \$ 54 | \$ 22 | \$ | \$ | \$ (19) | \$ 29 | \$ (7) |
| Interest rate contract | (10) | (3) | 1 | | | | 3 | | (9) |
| Other assets (1) | 101 | | (1) | | | | | | 100 |
| Total | \$ 3 | \$ (8) | \$ 54 | \$ 22 | \$ | \$ | \$ (16) | \$ 29 | \$ 84 |
| CECONY | | | | | | | | | |
| Derivatives: | | | | | | | | | |
| Commodity | \$ (26) | \$ (11) | \$ 22 | \$ 18 | \$ | \$ | \$ (4) | \$ 14 | \$ 13 |
| Other assets (1) | 92 | | (1) | | | | | | 91 |
| Total | \$ 66 | \$ (11) | \$ 21 | \$ 18 | \$ | \$ | \$ (4) | \$ 14 | \$ 104 |

(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, 2010 and classified as Level 3 in the fair value hierarchy below.

| For the Three Months Ended September 30, 2010 | | | | | | | | | |
|--|---|---|--|------------------|------------------|--------------|--------------------|---|--|
| Total Gains/(Losses) | | | | | | | | | |
| <i>(Millions of Dollars)</i> | Beginning Balance as of July 1, 2010 | Realized and Unrealized Included in Earnings | Realized and Unrealized Included in Regulatory Assets and Liabilities | Purchases | Issuances | Sales | Settlements | Transfer In/Out of Level 3 | Ending Balance as of September 30, 2010 |
| | | | | | | | | | |
| Con Edison | | | | | | | | | |
| Derivatives: | | | | | | | | | |
| Commodity | \$ (101) | \$ (34) | \$ (12) | \$ 1 | \$ | \$ | \$ 4 | \$ (2) | \$ (144) |
| Interest rate contract | (12) | | | | | | | | (12) |
| Other assets (1) | 94 | | 2 | | | | | | 96 |
| Total | \$ (19) | \$ (34) | \$ (10) | \$ 1 | \$ | \$ | \$ 4 | \$ (2) | \$ (60) |
| CECONY | | | | | | | | | |
| Derivatives: | | | | | | | | | |
| Commodity | \$ (30) | \$ (7) | \$ (3) | \$ 1 | \$ | \$ | \$ 4 | \$ (2) | \$ (37) |
| Other assets (1) | 85 | | 2 | | | | | | 87 |
| Total | \$ 55 | \$ (7) | \$ (1) | \$ 1 | \$ | \$ | \$ 4 | \$ (2) | \$ 50 |

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

| For Nine Months Ended September 30, 2010 | | | | | | | | | |
|---|--|---|--|------------------|------------------|--------------|--------------------|---|--|
| Total Gains/(Losses) | | | | | | | | | |
| <i>(Millions of Dollars)</i> | Beginning Balance as of January 1, 2010 | Realized and Unrealized Included in Earnings | Realized and Unrealized Included in Regulatory Assets and Liabilities | Purchases | Issuances | Sales | Settlements | Transfer In/Out of Level 3 | Ending Balance as of September 30, 2010 |
| | | | | | | | | | |
| Con Edison | | | | | | | | | |
| Derivatives: | | | | | | | | | |
| Commodity | \$ (59) | \$ (68) | \$ (56) | \$ 2 | \$ | \$ | \$ 16 | \$ 21 | \$ (144) |
| Interest rate contract | (11) | (2) | (1) | | | | 2 | | (12) |
| Other assets (1) | 92 | | 4 | | | | | | 96 |
| Total | \$ 22 | \$ (70) | \$ (53) | \$ 2 | \$ | \$ | \$ 18 | \$ 21 | \$ (60) |
| CECONY | | | | | | | | | |
| Derivatives: | | | | | | | | | |
| Commodity | \$ (5) | \$ (14) | \$ (37) | \$ | \$ | \$ | \$ (2) | \$ 21 | \$ (37) |
| Other assets (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.

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. Unrealized gains and losses for commodity derivatives are generally deferred on the consolidated balance sheet in accordance

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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 (\$1 million gain and \$14 million gain) and purchased power costs (\$13 million loss and \$33 million loss) on the consolidated income statement for the three months ended September 30, 2011 and 2010, respectively. Realized and unrealized gains and losses on Level 3 commodity derivative assets and liabilities are reported in non-utility revenues (\$1 million loss and \$47 million gain) and purchased power costs (\$26 million gain and \$73 million loss) on the consolidated income statement for the nine months ended September 30, 2011 and 2010, respectively. The

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change in fair value relating to Level 3 commodity derivative assets held at September 30, 2011 and 2010 is included in non-utility revenues (\$10 million loss and \$3 million loss), and purchased power costs (\$5 million loss and \$22 million loss) on the consolidated income statement for the three months ended September 30, 2011 and 2010, respectively. For the nine months ended September 30, 2011 and 2010, the change in fair value relating to Level 3 commodity derivative assets and liabilities included in non-utility revenues (\$35 million loss and \$2 million loss) and purchased power costs (\$31 million gain and \$29 million loss) on the consolidated income statement.

The accounting rules for fair value measurements and disclosures require consideration of the impact of non-performance risk (including credit risk) from a market participant perspective in the measurement of the fair value of assets and liabilities. At September 30, 2011, the Companies determined that non-performance risk would not have a material impact on their financial position or results of operations. To assess non-performance risk, the Companies considered information such as collateral requirements, master netting arrangements, letters of credit and parent company guarantees, and applied a market-based method by using the counterparty's (for an asset) or the Companies' (for a liability) credit default swaps rates.

Note K New Financial Accounting Standards

In May 2011, the Financial Accounting Standards Board (FASB) issued amendments to the guidance for fair value measurement through Accounting Standards Update (ASU) No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The amendments expand Accounting Standards Codification 820's existing disclosure requirements for fair value measurements and makes other amendments. Many of these amendments were made to eliminate unnecessary wording differences between U.S. generally accepted accounting principles and International Financial Reporting Standards. For public entities, the amendments are effective prospectively during interim and annual periods beginning after December 15, 2011. The application of this guidance is not expected to have a material impact on the companies' financial position, results of operations and liquidity.

In June 2011, the FASB issued new guidance for presentation of comprehensive income through ASU No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. The amendments require that the comprehensive income be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. The amendments in this update are applicable retrospectively for public entities effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted. The application of this guidance does not have a material impact on the companies' financial position, results of operations and liquidity.

In September 2011, the FASB issued amendments to the guidance for goodwill impairment testing through ASU No. 2011-08, Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment. The amendments provide guidance that exempts an entity from calculating the fair value of a reporting unit, if on an initial assessment of qualitative factors it is more likely than not that the fair value of a reporting unit is greater than its carrying amount. For public entities, the amendments are effective for interim and annual goodwill tests performed for years beginning after December 15, 2011. The application of this guidance is not expected to have a material impact on the Companies' financial position, results of operations or liquidity.

In September 2011, the FASB issued amendments to guidance for disclosures related to retirement benefits

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through ASU No. 2011-09, Compensation—Retirement Benefits—Multiemployer Plans (Subtopic 715-80): Disclosures about an Employer's Participation in a Multiemployer Plan. The amendment provides guidance that requires employers to provide additional separate disclosures for multiemployer pension plans and multiemployer other postretirement benefit plans about the commitments an employer has made to a multiemployer plan and the potential future cash flow implication of participation in such a plan. For public entities, the amendments are effective for interim and annual periods ending after December 15, 2011. The application of this guidance is not expected to have a material impact on the companies' financial position, results of operations or liquidity.

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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 and the MD&A in Item 7 of the Companies' combined Annual Report on Form 10-K for the year ended December 31, 2010 (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 Report on Form 10-Q for the quarterly periods ended March 31, 2011 and June 30, 2011 (File Nos. 1-14514 and 1-1217).

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.

Con Edison, incorporated in New York State in 1997, is a holding company which owns all of the outstanding common stock of CECONY, Orange and Rockland Utilities, Inc. (O&R) and the 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.

Table of Contents**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 and delivering more than 23,000 MMlbs of steam annually to approximately 1,760 customers in parts of Manhattan.

O&R**Electric**

O&R and its utility subsidiaries, Rockland Electric Company (RECO) and Pike County Light & Power 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, 2011, Con Edison's equity investment in its competitive energy businesses was \$374 million and their assets amounted to \$854 million.

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

| <i>(Millions of Dollars, except percentages)</i> | Three Months Ended September 30, 2011 | | | | Nine Months Ended September 30, 2011 | | | | At September 30, 2011 | |
|--|---------------------------------------|-------------|-----------------------------|-------------|--------------------------------------|-------------|-----------------------------|-------------|-----------------------|-------------|
| | Operating Revenues | | Net Income for Common Stock | | Operating Revenues | | Net Income for Common Stock | | Assets | |
| CECONY | \$ 2,917 | 80% | \$ 353 | 92% | \$ 8,042 | 81% | \$ 779 | 91% | \$ 32,654 | 90% |
| O&R | 241 | 7% | 20 | 6% | 660 | 6% | 44 | 5% | 2,296 | 6% |
| Total Utilities | 3,158 | 87% | 373 | 98% | 8,702 | 87% | 823 | 96% | 34,950 | 96% |
| Con Edison Solutions (a) | 416 | 11% | 5 | 1% | 1,111 | 11% | 38 | 4% | 344 | 1% |
| Con Edison Energy (a) | 57 | 2% | 5 | 1% | 179 | 2% | 7 | 1% | 83 | % |
| Con Edison Development | 2 | % | % | % | 5 | % | 1 | % | 468 | 1% |
| Other (b) | (4) | % | % | % | (25) | % | (9) | (1)% | 690 | 2% |
| Total Con Edison | \$ 3,629 | 100% | \$ 383 | 100% | \$ 9,972 | 100% | \$ 860 | 100% | \$ 36,535 | 100% |

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- (a) Net income from the competitive energy businesses for the three and nine months ended September 30, 2011 includes \$(7) million and \$14 million, respectively, of net after-tax mark-to-market (losses)/gains (Con Edison Solutions, \$(8) million and \$6 million and Con Edison Energy, \$1 million and \$8 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, 2011 was \$383 million or \$1.31 a share (\$1.30 on a diluted basis) compared with earnings of \$350 million or \$1.24 a share (\$1.23 on a diluted basis) for the three months ended September 30, 2010. Net income for common stock for the nine months ended September 30, 2011 was \$860 million or \$2.94 a share (\$2.92 on a diluted basis) compared with earnings of \$759 million or \$2.69 a share (\$2.68 on a diluted basis) for the nine months ended September 30, 2010. See Results of Operations Summary, below. For segment financial information, see Note H to the Third Quarter Financial Statements and Results of Operations, below.

Table of Contents**Results of Operations Summary**

Net income for common stock for the three and nine months ended September 30, 2011 and 2010 was as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|-----------------------------------|----------------------------------|---------------|---------------------------------|---------------|
| | 2011 | 2010 | 2011 | 2010 |
| CECONY | \$ 353 | \$ 332 | \$ 779 | \$ 709 |
| O&R | 20 | 25 | 44 | 42 |
| Competitive energy businesses (a) | 10 | (3) | 46 | 18 |
| Other (b) | | (4) | (9) | (10) |
| Con Edison | \$ 383 | \$ 350 | \$ 860 | \$ 759 |

- (a) Includes \$(7) million and \$(22) million of net after-tax mark-to-market losses for the three months ended September 30, 2011 and 2010, respectively. Includes \$14 million and \$(21) million of net after-tax mark-to-market gains/(losses) for the nine months ended September 30, 2011 and 2010, respectively.
- (b) Consists of inter-company and parent company accounting.

The Companies' results of operations for the three and nine months ended September 30, 2011, as compared with the 2010 period, reflect changes in the Utilities' rate plans. These rate plans provide for additional revenues to cover expected increases in certain operations and maintenance expenses, and depreciation and property taxes. The results of operations include the operating results of the competitive energy businesses, including net mark-to-market effects.

Operations and maintenance expenses were higher in the three and nine months ended September 30, 2011 compared with the 2010 periods reflecting higher costs for pension and other postretirement benefits and employee health insurance, offset in part by savings from cost control efforts in the 2011 periods. Depreciation and property taxes were higher in the 2011 periods reflecting primarily higher utility plant balances.

The following table presents the estimated effect on earnings per share and net income for common stock for the three and nine months ended September 30, 2011 as compared with the 2010 periods, resulting from these and other major factors:

| | Three Months Variation | | Nine Months Variation | |
|---|------------------------|---|-----------------------|---|
| | Earnings per Share | Net Income for Common Stock (Millions of Dollars) | Earnings per Share | Net Income for Common Stock (Millions of Dollars) |
| CECONY | | | | |
| Rate plans, primarily to recover increases in certain costs | \$ 0.25 | \$ 72 | \$ 0.69 | \$ 192 |
| Operations and maintenance expense | (0.09) | (27) | (0.15) | (44) |
| Depreciation and property taxes | (0.08) | (23) | (0.24) | (69) |
| Other (includes dilutive effect of new stock issuances) | (0.04) | (1) | (0.15) | (9) |
| Total CECONY | 0.04 | 21 | 0.15 | 70 |
| O&R | (0.02) | (5) | | 1 |
| Competitive energy businesses | | | | |
| Earnings excluding net mark-to-market effects | (0.03) | (2) | (0.03) | (7) |
| Net mark-to-market effects | 0.06 | 15 | 0.13 | 35 |
| Total competitive energy businesses | 0.03 | 13 | 0.10 | 28 |
| Other, including parent company expenses | 0.02 | 4 | | 2 |
| Total | \$ 0.07 | \$ 33 | \$ 0.25 | \$ 101 |

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. See Risk Factors in Item 1A of this report.

Table of Contents**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. At September 30, 2011, there were no material changes in the Companies' critical accounting policies compared with those discussed under "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. Changes in the Companies' cash and temporary cash investments resulting from operating, investing and financing activities for the nine months ended September 30, 2011 and 2010 are summarized as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | | CECONY | | |
|--------------------------------|-------------------|-------------|-----------------|---------------|-------------|-----------------|
| | 2011 | 2010 | Variance | 2011 | 2010 | Variance |
| Operating activities | \$ 2,161 | \$ 974 | \$ 1,187 | \$ 1,960 | \$ 938 | \$ 1,022 |
| Investing activities | (1,611) | (1,566) | (45) | (1,450) | (1,461) | 11 |
| Financing activities | (490) | 530 | (1,020) | (518) | 427 | (945) |
| Net change | 60 | (62) | 122 | (8) | (96) | 88 |
| Balance at beginning of period | 338 | 260 | 78 | 78 | 131 | (53) |
| Balance at end of period | \$ 398 | \$ 198 | \$ 200 | \$ 70 | \$ 35 | \$ 35 |

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, economic conditions and measures that promote energy efficiency. Under the revenue decoupling mechanisms in CECONY's electric and gas rate plans and O&R's New York electric and gas rate plans, changes in delivery volumes from levels assumed when rates were approved may affect the timing of cash flows but not net income. 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.

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 gains or losses. 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.

Net cash flows from operating activities for the nine months ended September 30, 2011 for Con Edison and CECONY were \$1,187 million and \$1,022 million higher, respectively, than in the 2010 period. The increases in net cash flows reflect primarily lower estimated income tax payments and refunds received in 2011 (\$416 million for Con Edison and \$366 million for CECONY), lower cash collateral paid to brokers and counterparties in 2011 generally reflecting smaller decreases in hedged volume and in commodity prices for derivative transactions (\$224 million for Con Edison and \$119 million for CECONY) and recoveries received in 2011 for costs incurred relating to the World Trade Center attack (\$150 million), offset in part by increased pension contributions in 2011 (\$85 million for Con Edison and \$80 million for CECONY).

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The change in net cash flows also reflects the timing of payments for and recovery of energy costs. This timing 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 were \$45 million higher for Con Edison and \$11 million lower for CECONY, in the nine months ended September 30, 2011 compared with the 2010 period. The increase for Con Edison reflects primarily the net investment for the Pilesgrove solar project and higher construction expenditures at Con Edison Development.

Cash Flows from Financing Activities

Net cash flows from financing activities for Con Edison and CECONY decreased \$1,020 million and \$945 million, respectively, in the nine months ended September 30, 2011 compared with the 2010 period, primarily due to higher net cash flows from operating activities in the 2011 period.

Cash flows from financing activities for the nine months ended September 30, 2011 and 2010 also reflect the issuance of Con Edison common shares through its dividend reinvestment and employee stock plans (2011: 1.2 million shares for \$41 million, 2010: 2.7 million shares for \$78 million). In addition, as a result of the stock plan issuances, cash used to pay common stock dividends was reduced by \$7 million and \$36 million in the 2011 and 2010 periods, respectively. The number of shares issued through, and cash flows relating to, the plans in 2011, as compared with 2010, reflect the purchase in 2011 of shares in open-market transactions in connection with the plans.

The Companies had no issuances of long-term debt during the nine months ended September 30, 2011. Net cash flows from financing activities during the nine months ended September 30, 2010 also reflect the following CECONY transactions:

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.

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;

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

Redeemed in advance of maturity \$45 million 7.00 percent 30-year debentures which were due in 2029; 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, 2011 and 2010 and the average daily balances for the nine months ended September 30, 2011 and 2010 for Con Edison and CECONY were as follows:

2011

2010

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(Millions of Dollars, except

| <i>Weighted Average Yield)</i> | Outstanding at September 30 | Daily average | Outstanding at September 30 | Daily average |
|--------------------------------|--|--------------------------|--|--------------------------|
| Con Edison | \$ | \$ 110 | \$ 846 | \$ 429 |
| CECONY | \$ | \$ 110 | \$ 832 | \$ 408 |
| Weighted average yield | % | 0.3% | 0.4% | 0.4% |

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.

Table of Contents**Other Changes in Assets and Liabilities**

The following table shows changes in certain assets and liabilities at September 30, 2011, compared with December 31, 2010.

| <i>(Millions of Dollars)</i> | Con Edison 2011 vs. 2010 | CECONY 2011 vs. 2010 |
|--|-------------------------------------|---------------------------------|
| | Variance | Variance |
| Assets | | |
| Regulatory asset Unrecognized pension and other postretirement costs | \$ (602) | \$ (568) |
| Accrued unbilled revenue | (154) | (115) |
| Accounts receivable from affiliated companies | | (249) |
| Prepayments | 128 | 303 |
| Liabilities | | |
| Pension and retiree benefits | (687) | (641) |
| Regulatory liability Net unbilled revenue deferrals current | (20) | (20) |
| Deferred income taxes and investment tax credits | 508 | 468 |

Regulatory Asset for Unrecognized Pension and Other Postretirement Costs and Noncurrent Liability for Pension and Retiree Benefits

The decrease in the regulatory asset for unrecognized pension and other postretirement benefit costs and the noncurrent 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, 2010, in accordance with the accounting rules for pensions. The decrease in the regulatory asset also reflects the current year amortization of accounting costs. The decrease in the noncurrent liability for pension and retiree benefits also reflects the contributions to the plans made by the Utilities in 2011. See Notes D and E to the Third Quarter Financial Statements.

Accrued Unbilled Revenues and Regulatory Liability for Net Unbilled Revenues

The decrease in accrued unbilled revenues and the regulatory liability for net unbilled revenues reflects primarily the impact from milder weather in September 2011 as compared with December 2010.

Prepayments and Accounts Receivable from Affiliated Companies

The increase in prepayments for Con Edison and CECONY reflects the portion allocable to the 2011 fourth quarter of CECONY's July 2011 payment of its New York City semi-annual property taxes (\$585 million). For Con Edison, this increase is offset by federal tax refunds received in the 2011 period. For CECONY, these refunds reduced the accounts receivable from affiliated companies.

Deferred Income Taxes and Investment Tax Credits

The increase in the liability for deferred income taxes and investment tax credits reflects the timing of the deduction of expenditures for utility plant which resulted in amounts being collected from customers to pay income taxes in advance of when the income tax payments will be required. See Cash Flows from Operating Activities, above.

Capital Requirements and Resources

As of September 30, 2011, there was no material change in the Companies' capital requirements and resources compared to those disclosed under Capital Requirements and Resources - Capital Resources in Item 1 of the Form 10-K, other than as described below.

The Utilities do not anticipate the need to issue any long-term debt to fund their capital requirements for the remainder of 2011 due to tax benefits and refunds received from accelerated deductions for income tax purposes of certain expenditures which resulted in more cash flows from operating activities.

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For each of the Companies, the ratio of earnings to fixed charges (Securities and Exchange Commission basis) for the nine months ended September 30, 2011, the twelve months ended December 31, 2010 and the nine months ended September 30, 2010 was:

| | Ratio of Earnings to Fixed Charges | | |
|--------|---|--|---|
| | For the Nine Months Ended September 30, 2011 | For the Twelve Months Ended December 31, 2010 | For the Nine Months Ended September 30, 2010 |
| | Con Edison | 3.8 | 3.3 |
| CECONY | 3.9 | 3.4 | 3.6 |

For each of the Companies, the common equity ratio at September 30, 2011 and December 31, 2010 was:

| | Common Equity Ratio | |
|------------|--|--------------------------|
| | (Percent of total capitalization) | |
| | September 30, 2011 | December 31, 2010 |
| Con Edison | 52.0 | 50.4 |
| CECONY | 51.4 | 49.9 |

Contractual Obligations

At September 30, 2011, 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. In August 2011, CECONY extended an existing power purchase agreement with Entergy Nuclear Power Marketing, LLC. The contracted output for 2011 and 2012 remains 350 MW and increases to 500 MW for 2013 through 2017.

Electric Power Requirements

At September 30, 2011, 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. See Contractual Obligations, above.

On July 22, 2011, electric peak demand in Con Edison of New York's service area reached a new record of 13,189 MW, exceeding the previous record of 13,141 MW reached in 2006. Also on that day, electric peak demand in O&R's service area reached 1,599 MW, its highest level since the 1,617 MW record peak reached in 2006. On the same day, the New York Independent System Operator invoked demand reduction programs for the Utilities' customers. Without these reduction programs, the actual peak demand in the Utilities' service areas would have been higher.

Regulatory Matters

As of September 30, 2011, there were no material changes in the Utilities' rate plans and other regulatory matters affecting the Companies compared with 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, 2011, 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 I 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 apply risk management strategies to mitigate their related exposures. See Note I to the Third Quarter Financial Statements.

Con Edison estimates that, as of September 30, 2011, a 10 percent decline in market prices would result in a decline in fair value of \$81 million for the derivative instruments used by the Utilities to hedge purchases of electricity and gas, of which \$68 million is for CECONY and \$13 million is for O&R. Con Edison expects that any such change in fair value would be

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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.

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 generating assets and commodity contracts, assuming a one-day holding period, for the nine months ended September 30, 2011 and the year ended December 31, 2010 was as follows:

| 95% Confidence Level, One-Day Holding Period | September 30, 2011 | <i>(Millions of Dollars)</i> | December 31, 2010 |
|---|---------------------------|------------------------------|--------------------------|
| Average for the period | \$ 1 | | \$ 1 |
| High | 1 | | 1 |
| 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 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 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 I to the Third Quarter Financial Statements.

Environmental Matters

At September 30, 2011, there were no material changes in the information concerning climate change, environmental sustainability, potential liabilities arising from laws and regulations protecting the environment and other environmental matters compared with those discussed under "Environmental Matters" in Item 1 of the Form 10-K. See Notes F and G 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 Notes B, F and G to the Third Quarter Financial Statements.

Results of Operations

See "Results of Operations" Summary, above.

Results of operations reflect, among other things, the Companies' accounting policies and rate plans that limit the rates the Utilities can charge their customers. Under the revenue decoupling mechanisms currently applicable to CECONY's electric and gas businesses and O&R's electric

and gas businesses in New York, the Utilities' delivery revenues generally will not be affected by changes in delivery volumes from levels

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assumed when rates were approved. Revenues for CECONY's steam business and O&R's businesses in New Jersey and Pennsylvania are affected by changes in delivery volumes resulting from weather, economic conditions and other factors.

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. 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 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, 2011 and 2010 follows. For additional business segment financial information, see Note H to the Third Quarter Financial Statements.

Three Months Ended September 30, 2011 Compared with Three Months Ended September 30, 2010

The Companies' results of operations in 2011 compared with 2010 were:

| <i>(Millions of Dollars)</i> | CECONY | | O&R | | Competitive Energy Businesses and Other (a) | | Con Edison (b) | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| | 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 | \$ 52 | 1.8% | \$ (29) | (10.7)% | \$ (101) | (17.7)% | \$ (78) | (2.1)% |
| Purchased power | (28) | (3.7) | (27) | (22.1) | (131) | (24.3) | (186) | (13.1) |
| Fuel | (32) | (30.5) | N/A | N/A | (1) | Large | (33) | (31.1) |
| Gas purchased for resale | (6) | (9.5) | (1) | (10.0) | 7 | Large | | |
| Operating revenues less purchased power, fuel and gas purchased for resale (net revenues) | 118 | 6.1 | (1) | (0.7) | 24 | 75.0 | 141 | 6.7 |
| Other operations and maintenance | 41 | 6.4 | 4 | 6.0 | | | 45 | 6.1 |
| Depreciation and amortization | 11 | 5.6 | 1 | 9.1 | (1) | (50.0) | 11 | 5.2 |
| Taxes, other than income taxes | 30 | 6.9 | 4 | 33.3 | | | 34 | 7.6 |
| Operating income | 36 | 5.4 | (10) | (20.8) | 25 | Large | 51 | 7.2 |
| Other income less deductions | (14) | Large | | | 3 | Large | (11) | Large |
| Net interest expense | (8) | (5.7) | (3) | (33.3) | (2) | (28.6) | (13) | (8.3) |
| Income before income tax expense | 30 | 5.6 | (7) | (17.5) | 30 | Large | 53 | 9.5 |
| Income tax expense | 9 | 4.6 | (2) | (13.3) | 13 | Large | 20 | 9.8 |
| Net income for common stock | \$ 21 | 6.3% | \$ (5) | (20.0)% | \$ 17 | Large | \$ 33 | 9.4% |

(a) Includes inter-company and parent company accounting.

(b) Represents the consolidated financial results of Con Edison and its businesses.

CECONY

| <i>(Millions of Dollars)</i> | Three Months Ended September 30, 2011 | | | | Three Months Ended September 30, 2010 | | | | 2011-2010 Variation |
|------------------------------|--|--------|-------|---------------|--|--------|-------|---------------|------------------------|
| | Electric | Gas | Steam | 2011 Total | Electric | Gas | Steam | 2010 Total | |
| Operating revenues | \$ 2,644 | \$ 197 | \$ 76 | \$ 2,917 | \$ 2,570 | \$ 204 | \$ 91 | \$ 2,865 | \$ 52 |
| Purchased power | 726 | | 10 | 736 | 753 | | 11 | 764 | (28) |

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| | | | | | | | | | |
|--------------------------------|---------------|----------------|----------------|---------------|---------------|----------------|----------------|---------------|--------------|
| Fuel | 51 | | 22 | 73 | 75 | | 30 | 105 | (32) |
| Gas purchased for resale | | 57 | | 57 | | 63 | | 63 | (6) |
| Net revenues | 1,867 | 140 | 44 | 2,051 | 1,742 | 141 | 50 | 1,933 | 118 |
| Operations and maintenance | 559 | 82 | 37 | 678 | 506 | 85 | 46 | 637 | 41 |
| Depreciation and amortization | 166 | 28 | 15 | 209 | 156 | 26 | 16 | 198 | 11 |
| Taxes, other than income taxes | 384 | 53 | 25 | 462 | 365 | 46 | 21 | 432 | 30 |
| Operating income | \$ 758 | \$ (23) | \$ (33) | \$ 702 | \$ 715 | \$ (16) | \$ (33) | \$ 666 | \$ 36 |

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Electric

CECONY's results of electric operations for the three months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|----------------------------------|-----------------------|-----------------------|--------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 2,644 | \$ 2,570 | \$ 74 |
| Purchased power | 726 | 753 | (27) |
| Fuel | 51 | 75 | (24) |
| Net revenues | 1,867 | 1,742 | 125 |
| Operations and maintenance | 559 | 506 | 53 |
| Depreciation and amortization | 166 | 156 | 10 |
| Taxes, other than income taxes | 384 | 365 | 19 |
| Electric operating income | \$ 758 | \$ 715 | \$ 43 |

CECONY's electric sales and deliveries, excluding off-system sales, for the three months ended September 30, 2011 compared with the 2010 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|---|----------------------------|-----------------------|--------------|-------------------|-----------------------|-----------------------|--------------|-------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| Residential/Religious (a) | 3,808 | 3,774 | 34 | 0.9% | \$ 999 | \$ 1,020 | \$ (21) | (2.1)% |
| Commercial/Industrial | 3,165 | 4,007 | (842) | (21.0) | 705 | 789 | (84) | (10.6) |
| Retail access customers | 7,151 | 6,822 | 329 | 4.8 | 766 | 652 | 114 | 17.5 |
| NYP&A, Municipal Agency and other sales | 3,103 | 2,997 | 106 | 3.5 | 192 | 167 | 25 | 15.0 |
| Other operating revenues | | | | | (18) | (58) | 40 | 69.0 |
| Total | 17,227 | 17,600 | (373) | (2.1)% | \$ 2,644 | \$ 2,570 | \$ 74 | 2.9% |

(a) 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 \$74 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to higher revenues from the electric rate plan (\$123 million, which includes \$43 million accrued revenues pursuant to the rate plan's revenue decoupling mechanism), offset in part by lower purchased power (\$27 million) and fuel costs (\$24 million). 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 decreased 2.1 percent in the three months ended September 30, 2011 compared with the 2010 period. After adjusting for variations, principally weather and billing days, electric delivery volumes in CECONY's service area decreased 0.4 percent in the three months ended September 30, 2011 compared with the 2010 period.

CECONY's electric purchased power costs decreased \$27 million in the three months ended September 30, 2011 compared with the 2010 period due to a decrease in purchased volumes (\$22 million) and unit costs (\$5 million). Electric fuel costs decreased \$24 million in the three months ended September 30, 2011 compared with the 2010 period due to lower sendout volumes from the company's electric generating facilities (\$15 million) and unit costs (\$9 million).

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CECONY's electric operating income increased \$43 million in the three months ended September 30, 2011 compared with the 2010 period. The increase reflects primarily higher net revenues (\$125 million, due primarily to the electric rate plan (\$123 million), including the collection of a surcharge for a New York State assessment (\$43 million)). The increase in electric net revenues was offset by higher operations and maintenance costs (\$53 million, due primarily to higher pension expense (\$35 million) and employees' health insurance costs (\$13 million)), taxes, other than income taxes (\$19 million, principally property taxes) and depreciation and amortization (\$10 million). Most of the operating expenses in the 2011 period attributable to Hurricane Irene were deferred as a regulatory asset. See "Regulatory Assets and Liabilities" in Note B to the Third Quarter Financial Statements.

Gas

CECONY's results of gas operations for the three months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|--------------------|--------------------|---------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 197 | \$ 204 | \$ (7) |
| Gas purchased for resale | 57 | 63 | (6) |
| Net revenues | 140 | 141 | (1) |
| Operations and maintenance | 82 | 85 | (3) |
| Depreciation and amortization | 28 | 26 | 2 |
| Taxes, other than income taxes | 53 | 46 | 7 |
| Gas operating income | \$ (23) | \$ (16) | \$ (7) |

CECONY's gas sales and deliveries, excluding off-system sales, for the three months ended September 30, 2011 compared with the 2010 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|--------------------|------------|-------------------|----------------------|--------------------|---------------|-------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| Residential | 2,984 | 3,267 | (283) | (8.7)% | \$ 82 | \$ 85 | \$ (3) | (3.5)% |
| General | 3,453 | 2,912 | 541 | 18.6 | 45 | 44 | 1 | 2.3 |
| Firm transportation | 6,751 | 6,312 | 439 | 7.0 | 45 | 45 | | |
| Total firm sales and transportation | 13,188 | 12,491 | 697 | 5.6 | 172 | 174 | (2) | (1.1) |
| Interruptible sales (a) | 2,020 | 1,795 | 225 | 12.5 | 9 | 8 | 1 | 12.5 |
| NYPA | 13,401 | 6,795 | 6,606 | 97.2 | 1 | 1 | | |
| Generation plants | 26,501 | 33,268 | (6,767) | (20.3) | 9 | 10 | (1) | (10.0) |
| Other | 4,425 | 4,382 | 43 | 1.0 | 7 | 7 | | |
| Other operating revenues | | | | | (1) | 4 | (5) | Large |
| Total | 59,535 | 58,731 | 804 | 1.4% | \$ 197 | \$ 204 | \$ (7) | 3.4% |

(a) Includes 1,138 mdths and 781 mdths for the three months ended September 30, 2011 and 2010, respectively, which are also reflected in firm transportation and other.

CECONY's gas operating revenues decreased \$7 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to a decrease in gas purchased for resale costs (\$6 million). CECONY's revenues from gas sales 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. Other gas operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's rate plans.

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CECONY's sales and transportation volumes for firm customers increased 5.6 percent in the three months ended September 30, 2011 compared with the 2010 period. After adjusting for variations, principally weather and billing days, firm gas sales and transportation volumes in the company's service area increased 5.6 percent.

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CECONY's purchased gas cost decreased \$6 million in the three months ended September 30, 2011 compared with the 2010 period due to lower unit costs (\$9 million), offset by higher sendout volumes (\$3 million).

CECONY's gas operating income decreased \$7 million in the three months ended September 30, 2011 compared with the 2010 period. The decrease reflects primarily higher taxes, other than income taxes (\$7 million, principally property taxes), depreciation and amortization (\$2 million) and lower net revenues (\$1 million), offset by lower operations and maintenance costs (\$3 million).

Steam

CECONY's results of steam operations for the three months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|-----------------------|-----------------------|-----------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 76 | \$ 91 | \$ (15) |
| Purchased power | 10 | 11 | (1) |
| Fuel | 22 | 30 | (8) |
| Net revenues | 44 | 50 | (6) |
| Operations and maintenance | 37 | 46 | (9) |
| Depreciation and amortization | 15 | 16 | (1) |
| Taxes, other than income taxes | 25 | 21 | 4 |
| Steam operating income | \$ (33) | \$ (33) | \$ |

CECONY's steam sales and deliveries for the three months ended September 30, 2011 compared with the 2010 period were:

| Description | Millions of Pounds Delivered | | | | Revenues in Millions | | | |
|--------------------------|------------------------------|-----------------------|--------------|----------------------|-----------------------|-----------------------|----------------|----------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| General | 15 | 17 | (2) | (11.8)% | \$ 2 | \$ 2 | \$ | % |
| Apartment house | 799 | 788 | 11 | 1.4 | 17 | 16 | 1 | 6.3 |
| Annual power | 3,440 | 3,964 | (524) | (13.2) | 58 | 70 | (12) | (17.1) |
| Other operating revenues | | | | | (1) | 3 | (4) | Large |
| Total | 4,254 | 4,769 | (515) | (10.8)% | \$ 76 | \$ 91 | \$ (15) | (16.5)% |

CECONY's steam operating revenues decreased \$15 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to lower purchased fuel costs (\$8 million) and the net change in rates under the steam rate plans (\$4 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 10.8 percent in the three months ended September 30, 2011 compared with the 2010 period. After adjusting for variations, principally weather and billing days, steam sales and deliveries decreased 9.3 percent in the three months ended September 30, 2011.

CECONY's steam purchased fuel costs decreased \$8 million in the three months ended September 30, 2011 compared with the 2010 period due to lower unit costs (\$6 million) and sendout volumes (\$2 million). Steam purchased power costs decreased \$1 million in the three months ended September 30, 2011 compared with the 2010 period due to a decrease in unit costs (\$1 million).

Steam operating income was the same in the three months ended September 30, 2011 compared with the 2010 period.

Table of Contents**Other Income (Deductions)**

Other income (deductions) decreased \$14 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to lower financing charges on changes in World Trade Center regulatory assets and liabilities (\$7 million) and lower income from the Company's supplemental retirement program trust (\$3 million). See Cash Flows from Operating Activities, above and Regulatory Assets and Liabilities in Note B to the Third Quarter Financial Statements.

Net Interest Expense

Net interest expense decreased \$8 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to lower interest rates on long-term debt during the 2011 period.

O&R

| <i>(Millions of Dollars)</i> | Three Months Ended September 30, 2011 | | | Three Months Ended September 30, 2010 | | | 2011-2010 Variation |
|--------------------------------|--|---------------|---------------|--|---------------|---------------|------------------------|
| | Electric | Gas | 2011 Total | Electric | Gas | 2010 Total | |
| Operating revenues | \$ 217 | \$ 24 | \$ 241 | \$ 245 | \$ 25 | \$ 270 | \$ (29) |
| Purchased power | 95 | | 95 | 122 | | 122 | (27) |
| Gas purchased for resale | | 9 | 9 | | 10 | 10 | (1) |
| Net revenues | 122 | 15 | 137 | 123 | 15 | 138 | (1) |
| Operations and maintenance | 56 | 15 | 71 | 54 | 13 | 67 | 4 |
| Depreciation and amortization | 9 | 3 | 12 | 8 | 3 | 11 | 1 |
| Taxes, other than income taxes | 13 | 3 | 16 | 9 | 3 | 12 | 4 |
| Operating income | \$ 44 | \$ (6) | \$ 38 | \$ 52 | \$ (4) | \$ 48 | \$ (10) |

Electric

O&R's results of electric operations for the three months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|----------------------------------|-----------------------|-----------------------|---------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 217 | \$ 245 | \$ (28) |
| Purchased power | 95 | 122 | (27) |
| Net revenues | 122 | 123 | (1) |
| Operations and maintenance | 56 | 54 | 2 |
| Depreciation and amortization | 9 | 8 | 1 |
| Taxes, other than income taxes | 13 | 9 | 4 |
| Electric operating income | \$ 44 | \$ 52 | \$ (8) |

O&R's electric sales and deliveries, excluding off-system sales, for the three months ended September 30, 2011 compared with the 2010 period were:

| Description | Millions of kWhs Delivered | | Revenues in Millions | |
|-------------|----------------------------|-----------|----------------------|-----------|
| | Three Months Ended | Variation | Three Months Ended | Variation |

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| | September 30, September 30, | | Percent | September 30, September 30, | Percent | | |
|---------------------------|-----------------------------|--------------|--------------|-----------------------------|---------------|----------------|----------------|
| | 2011 | 2010 | Variation | 2011 | 2010 | Variation | |
| Residential/Religious (a) | 578 | 655 | (77) | \$ 113 | \$ 130 | \$ (17) | (13.1)% |
| Commercial/Industrial | 315 | 420 | (105) | 49 | 66 | (17) | (25.8) |
| Retail access customers | 789 | 717 | 72 | 53 | 47 | 6 | 12.8 |
| Public authorities | 33 | 31 | 2 | 3 | 3 | | |
| Other operating revenues | | | | (1) | (1) | | |
| Total | 1,715 | 1,823 | (108) | \$ 217 | \$ 245 | \$ (28) | (11.4)% |

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

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O&R's electric operating revenues decreased \$28 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to lower purchased power costs (\$27 million). 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 when rates were approved. O&R's electric sales in New Jersey and Pennsylvania are not subject to a revenue 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. See Rate Agreements O&R Electric in Note B to the Third Quarter Financial Statements.

Electric delivery volumes in O&R's service area decreased 5.9 percent in the three months ended September 30, 2011 compared with the 2010 period. After adjusting for variations, principally weather, electric delivery volumes in O&R's service area decreased 5.8 percent in the three months ended September 30, 2011 compared with the 2010 period.

Electric operating income decreased \$8 million in the three months ended September 30, 2011 compared with the 2010 period. The decrease reflects primarily higher taxes, other than income taxes (\$4 million, principally property taxes), operations and maintenance costs (\$2 million), depreciation and amortization (\$1 million) and lower net revenues (\$1 million). Most of the operating expenses in the 2011 period attributable to Hurricane Irene were deferred as a regulatory asset.

Gas

O&R's results of gas operations for the three months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|-----------------------|-----------------------|---------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 24 | \$ 25 | \$ (1) |
| Gas purchased for resale | 9 | 10 | (1) |
| Net revenues | 15 | 15 | |
| Operations and maintenance | 15 | 13 | 2 |
| Depreciation and amortization | 3 | 3 | |
| Taxes, other than income taxes | 3 | 3 | |
| Gas operating income | \$ (6) | \$ (4) | \$ (2) |

O&R's gas sales and deliveries, excluding off-system sales, for the three months ended September 30, 2011 compared with the 2010 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|-----------------------|-----------|----------------------|-----------------------|-----------------------|---------------|----------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| Residential | 509 | 491 | 18 | 3.7% | \$ 8 | \$ 10 | \$ (2) | (20.0)% |
| General | 104 | 108 | (4) | (3.7) | 1 | 1 | | |
| Firm transportation | 966 | 922 | 44 | 4.8 | 8 | 7 | 1 | 14.3 |
| Total firm sales and transportation | 1,579 | 1,521 | 58 | 3.8 | 17 | 18 | (1) | (5.6) |
| Interruptible sales | 907 | 953 | (46) | (4.8) | 1 | 1 | | |
| Generation plants | 359 | 286 | 73 | 25.5 | | | | |
| Other | 77 | 74 | 3 | 4.1 | | | | |
| Other gas revenues | | | | | 6 | 6 | | |
| Total | 2,922 | 2,834 | 88 | 3.1% | \$ 24 | \$ 25 | \$ (1) | (4.0)% |

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O&R's gas operating revenues decreased \$1 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to the decrease in gas purchased for resale costs (\$1 million).

Sales and transportation volumes for firm customers increased 3.8 percent in the three months ended September 30, 2011 compared with the 2010 period. After adjusting for weather and other variations, total firm sales and transportation volumes increased 4.8 percent in the three months ended September 30, 2011 compared with the 2010 period. O&R's New York 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.

Gas operating income decreased \$2 million in the three months ended September 30, 2011 compared with the 2010 period.

Competitive Energy Businesses

The competitive energy businesses' results of operations for the three months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|-------------------------------|-------------------------------|------------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 472 | \$ 584 | \$ (112) |
| Purchased power | 408 | 550 | (142) |
| Gas purchased for resale | 6 | 1 | 5 |
| Net revenues | 58 | 33 | 25 |
| Operations and maintenance | 35 | 34 | 1 |
| Depreciation and amortization | 1 | 2 | (1) |
| Taxes, other than income taxes | 6 | 5 | 1 |
| Operating income | \$ 16 | \$ (8) | \$ 24 |

The competitive energy businesses' operating revenues were \$112 million lower in the three months ended September 30, 2011 compared with the 2010 period. Electric wholesale revenues decreased \$58 million in the three months ended September 30, 2011 compared with the 2010 period due to lower sales volume (\$47 million) and unit prices (\$11 million). Electric retail revenues decreased \$53 million in the three months ended September 30, 2011 compared with the 2010 period due to lower unit prices (\$39 million) and sales volume (\$14 million). Gross margins on electric retail revenues decreased in the three months ended September 30, 2011 compared with the 2010 period due primarily to lower unit gross margins. Net mark-to-market values increased \$26 million in the three months ended September 30, 2011 as compared with the 2010 period, of which \$33 million in gains are reflected in purchased power costs and \$7 million in losses are reflected in revenues. Other revenues increased \$6 million in the three months ended September 30, 2011 as compared with the 2010 period due primarily to higher other wholesale revenue (\$7 million).

Purchased power costs decreased \$142 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to changes in mark-to-market values (\$33 million) and lower purchased power costs (\$110 million, due to lower unit prices (\$61 million) and sales volumes (\$49 million)). Operating income increased \$24 million in the three months ended September 30, 2011 compared with the 2010 period due primarily to net mark-to-market effects (\$26 million).

Other

For Con Edison, Other also includes inter-company eliminations relating to operating revenues and operating expenses.

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Nine Months Ended September 30, 2011 Compared with Nine Months Ended September 30, 2010

The Companies' results of operations in 2011 compared with 2010 were:

| <i>(Millions of Dollars)</i> | CECONY | | O&R | | Competitive Energy Businesses and Other (a) | | Con Edison (b) | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|---------|
| | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | |
| | Amount | Percent | Amount | Percent | Amount | Percent | Amount | Percent |
| Operating revenues | \$ 27 | 0.3% | \$ (49) | (6.9)% | \$ (191) | (13.1)% | \$ (213) | (2.1)% |
| Purchased power | (262) | (12.5) | (62) | (22.1) | (260) | (19.6) | (584) | (15.7) |
| Fuel | (26) | (7.6) | N/A | N/A | 1 | Large | (25) | (7.3) |
| Gas purchased for resale | 4 | 1.0 | (6) | (8.8) | 11 | Large | 9 | 1.9 |
| Operating revenues less purchased power, fuel and gas purchased for resale (net revenues) | 311 | 6.0 | 19 | 5.3 | 57 | 43.8 | 387 | 6.8 |
| Other operations and maintenance | 74 | 4.0 | 12 | 6.0 | 10 | 11.8 | 96 | 4.5 |
| Depreciation and amortization | 32 | 5.5 | 3 | 9.1 | (2) | (28.6) | 33 | 5.3 |
| Taxes, other than income taxes | 98 | 8.0 | 4 | 10.8 | 2 | 14.3 | 104 | 8.1 |
| Operating income | 107 | 7.1 | | | 47 | Large | 154 | 9.5 |
| Other income less deductions | (26) | Large | 3 | Large | 6 | 75.0 | (17) | (56.7) |
| Net interest expense | (10) | (2.4) | 1 | 4.0 | 1 | 5.6 | (8) | (1.8) |
| Income before income tax expense | 91 | 8.1 | 2 | 3.0 | 52 | Large | 145 | 12.1 |
| Income tax expense | 21 | 5.2 | | | 23 | Large | 44 | 10.2 |
| Net income for common stock | \$ 70 | 9.9% | \$ 2 | 4.8% | \$ 29 | Large | \$ 101 | 13.3% |

(a) Includes inter-company and parent company accounting.

(b) Represents the consolidated financial results of Con Edison and its businesses.

CECONY

| <i>(Millions of Dollars)</i> | Nine Months Ended September 30, 2011 | | | | Nine Months Ended September 30, 2010 | | | | 2011- 2010 Variation |
|--------------------------------|---|---------------|--------------|-----------------|---|---------------|--------------|-----------------|----------------------------|
| | Electric | Gas | Steam | 2011 | Electric | Gas | Steam | 2010 | |
| | | | | Total | | | | Total | |
| Operating revenues | \$ 6,378 | \$ 1,156 | \$ 508 | \$ 8,042 | \$ 6,402 | \$ 1,126 | \$ 487 | \$ 8,015 | \$ 27 |
| Purchased power | 1,799 | | 41 | 1,840 | 2,060 | | 42 | 2,102 | (262) |
| Fuel | 167 | | 150 | 317 | 192 | | 151 | 343 | (26) |
| Gas purchased for resale | | 412 | | 412 | | 408 | | 408 | 4 |
| Net revenues | 4,412 | 744 | 317 | 5,473 | 4,150 | 718 | 294 | 5,162 | 311 |
| Operations and maintenance | 1,522 | 275 | 109 | 1,906 | 1,443 | 247 | 142 | 1,832 | 74 |
| Depreciation and amortization | 489 | 82 | 47 | 618 | 464 | 76 | 46 | 586 | 32 |
| Taxes, other than income taxes | 1,075 | 175 | 80 | 1,330 | 1,015 | 152 | 65 | 1,232 | 98 |
| Operating income | \$ 1,326 | \$ 212 | \$ 81 | \$ 1,619 | \$ 1,228 | \$ 243 | \$ 41 | \$ 1,512 | \$ 107 |

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Electric

CECONY's results of electric operations for the nine months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Nine Months Ended | | Variation |
|----------------------------------|--------------------|--------------------|--------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 6,378 | \$ 6,402 | \$ (24) |
| Purchased power | 1,799 | 2,060 | (261) |
| Fuel | 167 | 192 | (25) |
| Net revenues | 4,412 | 4,150 | 262 |
| Operations and maintenance | 1,522 | 1,443 | 79 |
| Depreciation and amortization | 489 | 464 | 25 |
| Taxes, other than income taxes | 1,075 | 1,015 | 60 |
| Electric operating income | \$ 1,326 | \$ 1,228 | \$ 98 |

CECONY's electric sales and deliveries, excluding off-system sales, for the nine months ended September 30, 2011 compared with the 2010 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|---|----------------------------|--------------------|--------------|-------------------|----------------------|--------------------|----------------|-------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| Residential/Religious (a) | 8,934 | 8,937 | (3) | % | \$ 2,299 | \$ 2,333 | \$ (34) | (1.5)% |
| Commercial/Industrial | 8,639 | 9,822 | (1,183) | (12.0) | 1,823 | 1,986 | (163) | (8.2) |
| Retail access customers | 18,339 | 17,533 | 806 | 4.6 | 1,794 | 1,620 | 174 | 10.7 |
| NYP&A, Municipal Agency and other sales | 8,407 | 8,544 | (137) | (1.6) | 448 | 411 | 37 | 9.0 |
| Other operating revenues | | | | | 14 | 52 | (38) | (73.1) |
| Total | 44,319 | 44,836 | (517) | (1.2)% | \$ 6,378 | \$ 6,402 | \$ (24) | (0.4)% |

(a) 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 decreased \$24 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to lower purchased power (\$261 million) and fuel costs (\$25 million), offset in part by higher revenues from the electric rate plan (\$266 million, which reflects among other things, reconciliations of costs for municipal infrastructure support and capital expenditures (\$7 million)). 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 decreased 1.2 percent in the nine months ended September 30, 2011 compared with the 2010 period. After adjusting for variations, principally weather and billing days, electric delivery volumes in CECONY's service area decreased 1.0 percent in the nine months ended September 30, 2011 compared with the 2010 period.

CECONY's electric purchased power costs decreased \$261 million in the nine months ended September 30, 2011 compared with the 2010 period due to a decrease in unit costs (\$172 million) and purchased volumes (\$89 million). Electric fuel costs decreased \$25 million in the nine months ended September 30, 2011 compared with the 2010 period due to lower unit costs (\$13 million) and sendout volumes from the company's electric generating facilities (\$12 million).

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CECONY's electric operating income increased \$98 million in the nine months ended September 30, 2011 compared with the 2010 period. The increase reflects primarily higher net revenues (\$262 million, due primarily to the electric rate plan (\$266 million)). The increase in electric net revenues was offset by higher operations and maintenance costs (\$79 million, due primarily to higher pension expense (\$64 million) and employees' health insurance costs (\$23 million), offset in part by lower costs for injuries and damages (\$6 million) and cost control efforts), taxes, other than income taxes (\$60 million, principally property taxes) and depreciation and amortization (\$25 million). Most of the operating expenses in the 2011 period attributable to Hurricane Irene were deferred as a regulatory asset. 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, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Nine Months Ended | | Variation |
|--------------------------------|--------------------|--------------------|----------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 1,156 | \$ 1,126 | \$ 30 |
| Gas purchased for resale | 412 | 408 | 4 |
| Net revenues | 744 | 718 | 26 |
| Operations and maintenance | 275 | 247 | 28 |
| Depreciation and amortization | 82 | 76 | 6 |
| Taxes, other than income taxes | 175 | 152 | 23 |
| Gas operating income | \$ 212 | \$ 243 | \$ (31) |

CECONY's gas sales and deliveries, excluding off-system sales, for the nine months ended September 30, 2011 compared with the 2010 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|--------------------|---------------|-------------------|----------------------|--------------------|--------------|-------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| Residential | 30,384 | 28,609 | 1,775 | 6.2% | \$ 553 | \$ 563 | \$ (10) | (1.8)% |
| General | 20,896 | 18,956 | 1,940 | 10.2 | 269 | 275 | (6) | (2.2) |
| Firm transportation | 41,859 | 38,600 | 3,259 | 8.4 | 263 | 260 | 3 | 1.2 |
| Total firm sales and transportation | 93,139 | 86,165 | 6,974 | 8.1 | 1,085 | 1,098 | (13) | (1.2) |
| Interruptible sales (a) | 8,278 | 6,367 | 1,911 | 30.0 | 65 | 41 | 24 | 58.5 |
| NYPA | 24,536 | 18,917 | 5,619 | 29.7 | 2 | 2 | | |
| Generation plants | 60,706 | 65,483 | (4,777) | (7.3) | 25 | 27 | (2) | (7.4) |
| Other | 17,245 | 16,369 | 876 | 5.4 | 40 | 40 | | |
| Other operating revenues | | | | | (61) | (82) | 21 | (25.6) |
| Total | 203,904 | 193,301 | 10,603 | 5.5% | \$ 1,156 | \$ 1,126 | \$ 30 | 2.7% |

(a) Includes 3,214 mdths and 2,230 mdths for the nine months ended September 30, 2011 and 2010, respectively, which are also reflected in firm transportation and other.

CECONY's gas operating revenues increased \$30 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to higher revenues from the gas rate plans (\$50 million).

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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 increased 8.1 percent in the nine months ended September 30, 2011 compared with the 2010 period. After adjusting for variations, principally weather and billing days, firm gas sales and transportation volumes in the company's service area increased 2.3 percent in the nine months ended September 30, 2011.

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CECONY's purchased gas cost increased \$4 million in the nine months ended September 30, 2011 compared with the 2010 period due to higher sendout volumes (\$38 million), offset by lower unit costs (\$34 million).

CECONY's gas operating income decreased \$31 million in the nine months ended September 30, 2011 compared with the 2010 period. The decrease reflects primarily higher operations and maintenance costs (\$28 million, due primarily to an increase in pension expense (\$18 million) and employees' health insurance costs (\$5 million)), taxes, other than income taxes (\$23 million, principally property taxes) and depreciation and amortization (\$6 million), offset by higher net revenues (\$26 million).

Steam

CECONY's results of steam operations for the nine months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Nine Months Ended | | Variation |
|--------------------------------|--------------------|--------------------|--------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 508 | \$ 487 | \$ 21 |
| Purchased power | 41 | 42 | (1) |
| Fuel | 150 | 151 | (1) |
| Net revenues | 317 | 294 | 23 |
| Operations and maintenance | 109 | 142 | (33) |
| Depreciation and amortization | 47 | 46 | 1 |
| Taxes, other than income taxes | 80 | 65 | 15 |
| Steam operating income | \$ 81 | \$ 41 | \$ 40 |

CECONY's steam sales and deliveries for the nine months ended September 30, 2011 compared with the 2010 period were:

| Description | Millions of Pounds Delivered | | | | Revenues in Millions | | | |
|--------------------------|------------------------------|--------------------|------------|-------------------|----------------------|--------------------|--------------|-------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| General | 422 | 383 | 39 | 10.2% | \$ 22 | \$ 19 | \$ 3 | 15.8% |
| Apartment house | 4,515 | 4,254 | 261 | 6.1 | 131 | 116 | 15 | 12.9 |
| Annual power | 13,041 | 13,034 | 7 | 0.1 | 375 | 347 | 28 | 8.1 |
| Other operating revenues | | | | | (20) | 5 | (25) | Large |
| Total | 17,978 | 17,671 | 307 | 1.7% | \$ 508 | \$ 487 | \$ 21 | 4.3% |

CECONY's steam operating revenues increased \$21 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to the colder winter weather in 2011 compared with the 2010 period (\$17 million) and the net change in rates under the steam rate plan (\$8 million), offset in part by lower purchased power (\$1 million) and fuel costs (\$1 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 1.7 percent in the nine months ended September 30, 2011 compared with the 2010 period. After adjusting for variations, principally weather and billing days, steam sales and deliveries decreased 3.6 percent in the nine months ended September 30, 2011 reflecting lower average normalized use per customer.

CECONY's steam purchased fuel costs decreased \$1 million in the nine months ended September 30, 2011 compared with the 2010 period. Steam purchased power costs decreased \$1 million in the nine months ended September 30, 2011 compared with the 2010 period due to a decrease in unit costs (\$7 million), offset by an increase in purchased volumes (\$6 million).

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Steam operating income increased \$40 million in the nine months ended September 30, 2011 compared with the 2010 period. The increase reflects primarily higher net revenues (\$23 million) and lower operations and maintenance costs (\$33 million, due primarily to lower pension expense (\$26 million)), offset by higher taxes, other than income taxes (\$15 million, principally property taxes) and depreciation and amortization (\$1 million).

Other Income (Deductions)

Other income (deductions) decreased \$26 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to lower financing charges on changes in World Trade Center regulatory assets and liabilities (\$12 million) and lower allowance for equity funds used during construction (\$4 million). See Cash Flows from Operating Activities, above and Regulatory Assets and Liabilities in Note B to the Third Quarter Financial Statements.

Net Interest Expense

Net interest expense decreased \$10 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to lower interest rates on long-term debt in the 2011 period.

O&R

| | Nine Months Ended September 30, 2011 | | | Nine Months Ended September 30, 2010 | | | 2011-2010 Variation |
|--------------------------------|---|--------------|--------------|---|--------------|--------------|------------------------|
| | Electric | Gas | Total | Electric | Gas | Total | |
| <i>(Millions of Dollars)</i> | | | | | | | |
| Operating revenues | \$ 507 | \$ 153 | \$ 660 | \$ 559 | \$ 150 | \$ 709 | \$ (49) |
| Purchased power | 218 | | 218 | 280 | | 280 | (62) |
| Gas purchased for resale | | 62 | 62 | | 68 | 68 | (6) |
| Net revenues | 289 | 91 | 380 | 279 | 82 | 361 | 19 |
| Operations and maintenance | 164 | 48 | 212 | 157 | 43 | 200 | 12 |
| Depreciation and amortization | 26 | 10 | 36 | 24 | 9 | 33 | 3 |
| Taxes, other than income taxes | 30 | 11 | 41 | 27 | 10 | 37 | 4 |
| Operating income | \$ 69 | \$ 22 | \$ 91 | \$ 71 | \$ 20 | \$ 91 | \$ |
| Electric | | | | | | | |

O&R's results of electric operations for the nine months ended September 30, 2011 compared with the 2010 period is as follows:

| | Nine Months Ended | | Variation |
|----------------------------------|-----------------------|-----------------------|---------------|
| | September 30, 2011 | September 30, 2010 | |
| <i>(Millions of Dollars)</i> | | | |
| Operating revenues | \$ 507 | \$ 559 | \$ (52) |
| Purchased power | 218 | 280 | (62) |
| Net revenues | 289 | 279 | 10 |
| Operations and maintenance | 164 | 157 | 7 |
| Depreciation and amortization | 26 | 24 | 2 |
| Taxes, other than income taxes | 30 | 27 | 3 |
| Electric operating income | \$ 69 | \$ 71 | \$ (2) |

O&R's electric sales and deliveries, excluding off-system sales, for the nine months ended September 30, 2011 compared with the 2010 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|---------------------------|----------------------------|--------------------|-------------|-------------------|----------------------|--------------------|----------------|-------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| Residential/Religious (a) | 1,388 | 1,522 | (134) | (8.8)% | \$ 253 | \$ 283 | \$ (30) | (10.6)% |
| Commercial/Industrial | 912 | 1,168 | (256) | (21.9) | 128 | 169 | (41) | (24.3) |
| Retail access customers | 2,079 | 1,770 | 309 | 17.5 | 121 | 102 | 19 | 18.6 |
| Public authorities | 83 | 85 | (2) | (2.4) | 8 | 9 | (1) | (11.1) |
| Other operating revenues | | | | | (3) | (4) | 1 | 25.0 |
| Total | 4,462 | 4,545 | (83) | (1.8)% | \$ 507 | \$ 559 | \$ (52) | (9.3)% |

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

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O&R's electric operating revenues decreased \$52 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to lower costs for purchased power (\$62 million). 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 when rates were approved. O&R's electric sales in New Jersey and Pennsylvania are not subject to a revenue 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.

Electric delivery volumes in O&R's service area decreased 1.8 percent in the nine months ended September 30, 2011 compared with the 2010 period. After adjusting for variations, principally weather, electric delivery volumes in O&R's service area decreased 1.6 percent in the nine months ended September 30, 2011 compared with the 2010 period.

Electric operating income decreased \$2 million in the nine months ended September 30, 2011 compared with the 2010 period. The decrease reflects primarily higher operations and maintenance costs (\$7 million, due primarily to higher pension expense (\$5 million)), taxes, other than income taxes (\$3 million, principally property taxes) and depreciation and amortization (\$2 million), offset by higher net revenues (\$10 million). Most of the operating expenses in the 2011 period attributable to Hurricane Irene were deferred as a regulatory asset.

Gas

O&R's results of gas operations for the nine months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Nine Months Ended | | Variation |
|--------------------------------|--------------------|--------------------|-------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 153 | \$ 150 | \$ 3 |
| Gas purchased for resale | 62 | 68 | (6) |
| Net revenues | 91 | 82 | 9 |
| Operations and maintenance | 48 | 43 | 5 |
| Depreciation and amortization | 10 | 9 | 1 |
| Taxes, other than income taxes | 11 | 10 | 1 |
| Gas operating income | \$ 22 | \$ 20 | \$ 2 |

O&R's gas sales and deliveries, excluding off-system sales, for the nine months ended September 30, 2011 compared with the 2010 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|--------------------|--------------|-------------------|----------------------|--------------------|-------------|-------------------|
| | Nine Months Ended | | Variation | Percent Variation | Nine Months Ended | | Variation | Percent Variation |
| | September 30, 2011 | September 30, 2010 | | | September 30, 2011 | September 30, 2010 | | |
| Residential | 5,162 | 4,843 | 319 | 6.6% | \$ 76 | \$ 75 | \$ 1 | 1.3% |
| General | 1,013 | 971 | 42 | 4.3 | 13 | 13 | | |
| Firm transportation | 7,728 | 6,968 | 760 | 10.9 | 52 | 44 | 8 | 18.2 |
| Total firm sales and transportation | 13,903 | 12,782 | 1,121 | 8.8 | 141 | 132 | 9 | 6.8 |
| Interruptible sales | 3,213 | 3,418 | (205) | (6.0) | 3 | 8 | (5) | (62.5) |
| Generation plants | 1,109 | 688 | 421 | 61.2 | | | | |
| Other | 612 | 550 | 62 | 11.3 | | | | |
| Other gas revenues | | | | | 9 | 10 | (1) | (10.0) |
| Total | 18,837 | 17,438 | 1,399 | 8.0% | \$ 153 | \$ 150 | \$ 3 | 2.0% |

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O&R's gas operating revenues increased \$3 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to the gas rate plan, offset in part by the decrease in gas purchased for resale (\$6 million).

Sales and transportation volumes for firm customers increased 8.8 percent in the nine months ended September 30, 2011 compared with the 2010 period. After adjusting for weather and other variations, total firm sales and transportation volumes decreased 0.6 percent in the nine months ended September 30, 2011 compared with the 2010 period. O&R's New York 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.

Gas operating income increased \$2 million in the nine months ended September 30, 2011 compared with the 2010 period. The increase reflects primarily higher net revenues (\$9 million), offset by higher operations and maintenance costs (\$5 million), depreciation and amortization (\$1 million) and taxes, other than income taxes (\$1 million, principally property taxes).

Competitive Energy Businesses

The competitive energy businesses' results of operations for the nine months ended September 30, 2011 compared with the 2010 period is as follows:

| <i>(Millions of Dollars)</i> | Nine Months Ended | | Variation |
|--------------------------------|-----------------------|-----------------------|--------------|
| | September 30, 2011 | September 30, 2010 | |
| Operating revenues | \$ 1,286 | \$ 1,490 | \$ (204) |
| Purchased power | 1,076 | 1,351 | (275) |
| Gas purchased for resale | 17 | 7 | 10 |
| Net revenues | 193 | 132 | 61 |
| Operations and maintenance | 97 | 86 | 11 |
| Depreciation and amortization | 5 | 7 | (2) |
| Taxes, other than income taxes | 16 | 14 | 2 |
| Operating income | \$ 75 | \$ 25 | \$ 50 |

The competitive energy businesses' operating revenues decreased \$204 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to a decrease in electric revenues (\$189 million) and mark-to-market effects (\$33 million), offset in part by an increase in other revenues (\$18 million). Electric wholesale revenues decreased \$122 million in the nine months ended September 30, 2011 compared with the 2010 period due to lower sales volume (\$106 million) and unit prices (\$16 million). Electric retail revenues decreased \$67 million in the nine months ended September 30, 2011 compared with the 2010 period due to lower unit prices (\$64 million) and sales volume (\$3 million). Gross margins on electric retail revenues decreased in the nine months ended September 30, 2011 compared with the 2010 period due primarily to lower unit gross margins. Net mark-to-market values increased \$60 million in the nine months ended September 30, 2011 as compared with the 2010 period, of which \$93 million in gains are reflected in purchased power costs and \$33 million in losses are reflected in revenues. Other revenues increased \$18 million in the nine months ended September 30, 2011 as compared with the 2010 period due primarily to higher other wholesale revenue (\$11 million) and sales of energy efficiency services (\$7 million).

Purchased power costs decreased \$275 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to changes in mark-to-market values (\$93 million) and lower purchased power costs (\$182 million, due to lower unit prices (\$96 million) and volumes (\$86 million)). Operating income increased \$50 million in the nine months ended September 30, 2011 compared with the 2010 period due primarily to net mark-to-market effects (\$60 million), offset by lower electric wholesale and retail gross margins (\$10 million).

Other

For Con Edison, Other also includes inter-company eliminations relating to operating revenues and operating expenses.

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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 I, Item 2 of this report, which information is incorporated herein by reference.

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.

In January 2011, the Companies implemented a consolidation, reporting, and analysis system as part of a large ongoing project to implement a new financial and supply-chain enterprise resource planning information system. The Companies are undertaking the project with the objective of improving business processes and information systems. The Companies expect the project to reduce costs, improve support of operating activities, reduce financial reporting risks, and simplify compliance activities. The Companies expect the project to enhance the processes used by employees to record financial transactions and analyze data; purchase materials and services and manage inventory; develop business plans and budgets and report financial and purchasing data. The project is reasonably likely to materially affect the Companies' internal control over financial reporting.

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.

Table of Contents**Part II Other Information****Item 1: Legal Proceedings**

For information about certain legal proceedings affecting the Companies, see Notes B, F and G 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 other than as described below:

A Cyber Attack Could Adversely Affect the Companies. The Utilities and other operators of critical energy infrastructure may face a heightened risk of cyber attack. In the event of such an attack, the Utilities and the competitive energy businesses could have their operations disrupted, property damaged and customer information stolen; experience substantial loss of revenues, response costs and other financial loss; and be subject to increased regulation, litigation and damage to their reputation.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | Total Number of Shares (or Units) Purchased* | Average Price Paid per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Appropriate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs |
|---|--|--|---|--|
| July 1, 2011 to July 31, 2011 | 155,136 | \$ 53.89 | | |
| August 1, 2011 to August 31, 2011 | 191,723 | 55.10 | | |
| September 1, 2011 to September 30, 2011 | 199,497 | 56.54 | | |
| Total | 546,356 | \$ 55.28 | | |

* Represents Con Edison common shares purchased in open-market transactions. The number of shares purchased approximated the number of treasury shares used for the company's employee stock plans.

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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, 2011 and 2010, and the 12-month period ended December 31, 2010. |
| 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, 2011 and 2010, and the 12-month period ended December 31, 2010. |
| 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. |
| 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. |

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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 3, 2011

By */s/* **ROBERT HOGLUND**
Robert Hoglund

Senior Vice President, Chief

Financial Officer and Duly

Authorized Officer

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