

CONSOLIDATED EDISON CO OF NEW YORK INC
Form 10-Q
May 06, 2010
Table of Contents

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 March 31, 2010

or

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

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Consolidated Edison, Inc. (Con Edison) Yes No
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 April 30, 2010, Con Edison had outstanding 281,970,958 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.

Table of Contents

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

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

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

Accounting

| | |
|------|---|
| ABO | Accumulated Benefit Obligation |
| FASB | Financial Accounting Standards Board |
| LIFO | 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 |

Table of Contents

Units of Measure

| | |
|-------|---------------------------------|
| dths | Dekatherms |
| kV | Kilovolts |
| kWh | Kilowatt-hour |
| mdths | Thousand dekatherms |
| MMlbs | Million pounds |
| MVA | Megavolt amperes |
| MW | Megawatts or thousand kilowatts |
| MWH | Megawatt hour |

Other

| | |
|-------------------------|---|
| AFDC | Allowance for funds used during construction |
| COSO | Committee of Sponsoring Organizations of the Treadway Commission |
| EMF | Electric and magnetic fields |
| ERRP | East River Repowering Project |
| Fitch | Fitch Ratings |
| First Quarter Form 10-Q | The Companies' combined Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010 |
| Form 10-K | The Companies' combined Annual Report on Form 10-K for the year ended December 31, 2009 |
| LTIP | Long Term Incentive Plan |
| Moody's | Moody's Investors Service |
| S&P | Standard & Poor's Rating Services |
| VaR | Value-at-Risk |

Table of Contents

Table of Contents

| | PAGE |
|---|-------------|
| PART I Financial Information | |
| ITEM 1 Financial Statements (Unaudited) | |
| Con Edison | |
| <u>Consolidated Income Statement</u> | 6 |
| <u>Consolidated Statement of Cash Flows</u> | 7 |
| <u>Consolidated Balance Sheet</u> | 8 |
| <u>Consolidated Statement of Comprehensive Income</u> | 10 |
| <u>Consolidated Statement of Common Shareholders' Equity</u> | 11 |
| CECONY | |
| <u>Consolidated Income Statement</u> | 12 |
| <u>Consolidated Statement of Cash Flows</u> | 13 |
| <u>Consolidated Balance Sheet</u> | 14 |
| <u>Consolidated Statement of Common Shareholders' Equity</u> | 16 |
| <u>Notes to Financial Statements (Unaudited)</u> | 17 |
| ITEM 2 <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 34 |
| ITEM 3 <u>Quantitative and Qualitative Disclosures About Market Risk</u> | 50 |
| ITEM 4 <u>Controls and Procedures</u> | 50 |
| ITEM 4T <u>Controls and Procedures</u> | 50 |
| PART II Other Information | |
| ITEM 1 <u>Legal Proceedings</u> | 51 |
| ITEM 1A <u>Risk Factors</u> | 51 |
| ITEM 6 <u>Exhibits</u> | 52 |
| <u>Signatures</u> | 53 |

Table of Contents

Forward-Looking Statements

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

5

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

| | For the Three Months | |
|---|--|----------------|
| | Ended March 31, | |
| | 2010 | 2009 |
| | <i>(Millions of Dollars/Except Share Data)</i> | |
| OPERATING REVENUES | | |
| Electric | \$ 1,889 | \$ 1,803 |
| Gas | 773 | 888 |
| Steam | 307 | 331 |
| Non-utility | 493 | 401 |
| TOTAL OPERATING REVENUES | 3,462 | 3,423 |
| OPERATING EXPENSES | | |
| Purchased power | 1,143 | 1,139 |
| Fuel | 150 | 235 |
| Gas purchased for resale | 343 | 498 |
| Other operations and maintenance | 702 | 581 |
| Depreciation and amortization | 204 | 192 |
| Taxes, other than income taxes | 428 | 359 |
| TOTAL OPERATING EXPENSES | 2,970 | 3,004 |
| OPERATING INCOME | 492 | 419 |
| OTHER INCOME (DEDUCTIONS) | | |
| Investment and other income | 6 | 3 |
| Allowance for equity funds used during construction | 5 | 3 |
| Other deductions | (3) | (4) |
| TOTAL OTHER INCOME (DEDUCTIONS) | 8 | 2 |
| INCOME BEFORE INTEREST AND INCOME TAX EXPENSE | 500 | 421 |
| INTEREST EXPENSE | | |
| Interest on long-term debt | 150 | 142 |
| Other interest | 2 | 4 |
| Allowance for borrowed funds used during construction | (3) | (2) |
| NET INTEREST EXPENSE | 149 | 144 |
| INCOME BEFORE INCOME TAX EXPENSE | 351 | 277 |
| INCOME TAX EXPENSE | 122 | 94 |
| NET INCOME | 229 | 183 |
| Preferred stock dividend requirements of subsidiary | (3) | (3) |
| NET INCOME FOR COMMON STOCK | \$ 226 | \$ 180 |
| EARNINGS PER COMMON SHARE BASIC | | |
| Net income for common stock | \$ 0.80 | \$ 0.66 |
| EARNINGS PER COMMON SHARE DILUTED | | |
| Net income for common stock | \$ 0.80 | \$ 0.66 |
| DIVIDENDS DECLARED PER SHARE OF COMMON STOCK | \$ 0.595 | \$ 0.59 |
| AVERAGE NUMBER OF SHARES OUTSTANDING BASIC (IN MILLIONS) | 281.4 | 273.9 |
| AVERAGE NUMBER OF SHARES OUTSTANDING DILUTED (IN MILLIONS) | 282.7 | 274.5 |

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 Three Months

| | Ended March 31, | |
|---|------------------------------|---------------|
| | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | |
| OPERATING ACTIVITIES | | |
| Net Income | \$ 229 | \$ 183 |
| PRINCIPAL NON-CASH CHARGES/(CREDITS) TO INCOME | | |
| Depreciation and amortization | 204 | 192 |
| Deferred income taxes | 37 | 150 |
| Rate case amortization and accruals | (6) | 10 |
| Common equity component of allowance for funds used during construction | (5) | (3) |
| Net derivative (gains)/losses | 64 | 57 |
| Other non-cash items (net) | 110 | 32 |
| CHANGES IN ASSETS AND LIABILITIES | | |
| Accounts receivable – customers, less allowance for uncollectibles | (139) | (15) |
| Materials and supplies, including fuel oil and gas in storage | 52 | 182 |
| Other receivables and other current assets | 8 | (42) |
| Prepayments | (289) | 215 |
| Recoverable energy costs | | 97 |
| Refundable energy costs | (69) | |
| Accounts payable | (100) | (250) |
| Pensions and retiree benefits | 58 | (17) |
| Accrued taxes | 70 | (19) |
| Accrued interest | 44 | 43 |
| Deferred charges, deferred derivative losses, noncurrent assets and other regulatory assets | (502) | (222) |
| Deferred credits and other regulatory liabilities | 178 | 64 |
| Other assets | (3) | (1) |
| Other liabilities | 60 | (11) |
| NET CASH FLOWS FROM OPERATING ACTIVITIES | 1 | 645 |
| INVESTING ACTIVITIES | | |
| Utility construction expenditures | (430) | (482) |
| Cost of removal less salvage | (34) | (46) |
| Non-utility construction expenditures | (1) | (1) |
| Common equity component of allowance for funds used during construction | 5 | 3 |
| NET CASH FLOWS USED IN INVESTING ACTIVITIES | (460) | (526) |
| FINANCING ACTIVITIES | | |
| Net (payments of)/proceeds from short-term debt | 475 | (141) |
| Retirement of long-term debt | (45) | (1) |
| Issuance of long-term debt | | 750 |
| Issuance of common stock | 14 | 8 |
| Debt issuance costs | | (5) |
| Common stock dividends | (155) | (150) |
| Preferred stock dividends | (3) | (3) |
| NET CASH FLOWS FROM FINANCING ACTIVITIES | 286 | 458 |
| CASH AND TEMPORARY CASH INVESTMENTS: | | |
| NET CHANGE FOR THE PERIOD | (173) | 577 |
| BALANCE AT BEGINNING OF PERIOD | 260 | 74 |
| BALANCE AT END OF PERIOD | \$ 87 | \$ 651 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid during the period for: | | |
| Interest | \$ 103 | \$ 94 |
| Income taxes | | \$ 4 |

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

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

| | March 31, 2010 | December 31, 2009 |
|--|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and temporary cash investments | \$ 87 | \$ 260 |
| Accounts receivable – customers, less allowance for uncollectible accounts of \$69 and \$70 in 2010 and 2009, respectively | 1,186 | 1,047 |
| Accrued unbilled revenue | 422 | 579 |
| Other receivables, less allowance for uncollectible accounts of \$6 and \$5 in 2010 and 2009, respectively | 388 | 379 |
| Fuel oil, at average cost | 61 | 39 |
| Gas in storage, at average cost | 83 | 164 |
| Materials and supplies, at average cost | 159 | 152 |
| Prepayments | 420 | 131 |
| Fair value of derivative assets | 122 | 104 |
| Recoverable energy costs | 42 | 60 |
| Deferred derivative losses | 302 | 141 |
| Revenue decoupling mechanism receivable | 52 | 117 |
| Other current assets | 62 | 70 |
| TOTAL CURRENT ASSETS | 3,386 | 3,243 |
| INVESTMENTS | | |
| UTILITY PLANT, AT ORIGINAL COST | | |
| Electric | 18,904 | 18,645 |
| Gas | 4,037 | 3,983 |
| Steam | 1,940 | 1,935 |
| General | 1,872 | 1,866 |
| TOTAL | 26,753 | 26,429 |
| Less: Accumulated depreciation | 5,507 | 5,412 |
| Net | 21,246 | 21,017 |
| Construction work in progress | 1,467 | 1,422 |
| NET UTILITY PLANT | 22,713 | 22,439 |
| NON-UTILITY PLANT | | |
| Non-utility property, less accumulated depreciation of \$47 and \$45 in 2010 and 2009, respectively | 24 | 19 |
| Construction work in progress | 2 | 6 |
| NET PLANT | 22,739 | 22,464 |
| OTHER NONCURRENT ASSETS | | |
| Goodwill | 420 | 416 |
| Intangible assets, less accumulated amortization of \$3 and \$2 in 2010 and 2009, respectively | 3 | 4 |
| Regulatory assets | 7,200 | 7,103 |
| Other deferred charges and noncurrent assets | 320 | 258 |
| TOTAL OTHER NONCURRENT ASSETS | 7,943 | 7,781 |
| TOTAL ASSETS | \$ 34,449 | \$ 33,873 |

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

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

| | March 31, 2010 | December 31, 2009 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Long-term debt due within one year | \$ 686 | \$ 731 |
| Notes payable | 475 | |
| Accounts payable | 978 | 1,078 |
| Customer deposits | 276 | 274 |
| Accrued taxes | 121 | 51 |
| Accrued interest | 200 | 156 |
| Accrued wages | 90 | 91 |
| Fair value of derivative liabilities | 212 | 114 |
| Deferred derivative gains | 2 | 8 |
| Deferred income taxes | 17 | 24 |
| Uncertain income taxes | 96 | 97 |
| Other current liabilities | 365 | 328 |
| TOTAL CURRENT LIABILITIES | 3,518 | 2,952 |
| NONCURRENT LIABILITIES | | |
| Obligations under capital leases | 11 | 14 |
| Provision for injuries and damages | 169 | 168 |
| Pensions and retiree benefits | 3,168 | 3,363 |
| Superfund and other environmental costs | 246 | 212 |
| Asset retirement obligations | 123 | 122 |
| Fair value of derivative liabilities | 179 | 131 |
| Other noncurrent liabilities | 97 | 108 |
| TOTAL NONCURRENT LIABILITIES | 3,993 | 4,118 |
| DEFERRED CREDITS AND REGULATORY LIABILITIES | | |
| Deferred income taxes and investment tax credits | 5,727 | 5,597 |
| Regulatory liabilities | 777 | 858 |
| Other deferred credits | 27 | 32 |
| TOTAL DEFERRED CREDITS AND REGULATORY LIABILITIES | 6,531 | 6,487 |
| LONG-TERM DEBT | 9,855 | 9,854 |
| SHAREHOLDERS' EQUITY | | |
| Common shareholders' equity (See Statement of Shareholders' Equity) | 10,339 | 10,249 |
| Preferred stock of subsidiary | 213 | 213 |
| TOTAL SHAREHOLDERS' EQUITY | 10,552 | 10,462 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ 34,449 | \$ 33,873 |

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 March 31, | |
| | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | |
| NET INCOME | \$ 229 | \$ 183 |
| OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAXES | | |
| Pension plan liability adjustments, net of \$2 taxes in 2010 and \$1 taxes in 2009 | 3 | 2 |
| Less: Reclassification adjustment for gains included in net income, net of \$1 in 2009 | | 1 |
| TOTAL OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAXES | 3 | 1 |
| COMPREHENSIVE INCOME | \$ 232 | \$ 184 |
| Preferred stock dividend requirements of subsidiary | (3) | (3) |
| COMPREHENSIVE INCOME FOR COMMON STOCK | \$ 229 | \$ 181 |

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

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

| | Common Stock | | | Additional Paid-In Capital | Retained Earnings | Treasury Stock | | Capital Stock Expense | Accumulated Other Comprehensive Income/(Loss) | Total |
|---|--------------|--------|----------|----------------------------------|----------------------|----------------|---------|-----------------------------|--|-------|
| | Shares | Amount | Amount | | | Shares | Amount | | | |
| <i>(Millions of Dollars/Except Share Data)</i> | | | | | | | | | | |
| BALANCE AS OF DECEMBER 31, 2008 | 273,721,686 | \$ 29 | \$ 4,112 | \$ 6,685 | 23,210,700 | \$ (1,001) | \$ (60) | \$ (67) | \$ 9,698 | |
| Net income for common stock | | | | 180 | | | | | 180 | |
| Common stock dividends | | | | (162) | | | | | (162) | |
| Issuance of common shares dividend reinvestment and employee stock plans | 532,533 | | 20 | | | | | | 20 | |
| Other comprehensive income | | | | | | | | 1 | 1 | |
| BALANCE AS OF MARCH 31, 2009 | 274,254,219 | \$ 29 | \$ 4,132 | \$ 6,703 | 23,210,700 | \$ (1,001) | \$ (60) | \$ (66) | \$ 9,737 | |
| 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 | |

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 March 31, | |
| | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | |
| OPERATING REVENUES | | |
| Electric | \$ 1,728 | \$ 1,658 |
| Gas | 683 | 781 |
| Steam | 307 | 331 |
| TOTAL OPERATING REVENUES | 2,718 | 2,770 |
| OPERATING EXPENSES | | |
| Purchased power | 552 | 648 |
| Fuel | 150 | 235 |
| Gas purchased for resale | 294 | 428 |
| Other operations and maintenance | 608 | 501 |
| Depreciation and amortization | 191 | 181 |
| Taxes, other than income taxes | 411 | 344 |
| TOTAL OPERATING EXPENSES | 2,206 | 2,337 |
| OPERATING INCOME | 512 | 433 |
| OTHER INCOME (DEDUCTIONS) | | |
| Investment and other income | 3 | 2 |
| Allowance for equity funds used during construction | 4 | 2 |
| Other deductions | (2) | (3) |
| TOTAL OTHER INCOME (DEDUCTIONS) | 5 | 1 |
| INCOME BEFORE INTEREST AND INCOME TAX EXPENSE | 517 | 434 |
| INTEREST EXPENSE | | |
| Interest on long-term debt | 135 | 128 |
| Other interest | 3 | 2 |
| Allowance for borrowed funds used during construction | (2) | (2) |
| NET INTEREST EXPENSE | 136 | 128 |
| INCOME BEFORE INCOME TAX EXPENSE | 381 | 306 |
| INCOME TAX EXPENSE | 135 | 106 |
| NET INCOME | 246 | 200 |
| Preferred stock dividend requirements | (3) | (3) |
| NET INCOME FOR COMMON STOCK | \$ 243 | \$ 197 |

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 Three Months | |
|---|------------------------------|---------------|
| | Ended March 31, | |
| | 2010 | 2009 |
| | <i>(Millions of Dollars)</i> | |
| OPERATING ACTIVITIES | | |
| Net income | \$ 246 | \$ 200 |
| PRINCIPAL NON-CASH CHARGES/(CREDITS) TO INCOME | | |
| Depreciation and amortization | 191 | 181 |
| Deferred income taxes | 64 | 167 |
| Rate case amortization and accruals | (6) | 10 |
| Common equity component of allowance for funds used during construction | (4) | (2) |
| Other non-cash items (net) | 35 | (44) |
| CHANGES IN ASSETS AND LIABILITIES | | |
| Accounts receivable – customers, less allowance for uncollectibles | (110) | (5) |
| Materials and supplies, including fuel oil and gas in storage | 38 | 143 |
| Other receivables and other current assets | 99 | (69) |
| Prepayments | (284) | 216 |
| Recoverable energy costs | | 108 |
| Refundable energy costs | (77) | |
| Accounts payable | (77) | (223) |
| Pensions and retiree benefits | 39 | (27) |
| Accrued taxes | (4) | 56 |
| Accrued interest | 35 | 30 |
| Deferred charges, deferred derivative losses, noncurrent assets and other regulatory assets | (346) | (131) |
| Deferred credits and other regulatory liabilities | 134 | 30 |
| Other liabilities | 49 | (4) |
| NET CASH FLOWS FROM OPERATING ACTIVITIES | 22 | 636 |
| INVESTING ACTIVITIES | | |
| Utility construction expenditures | (412) | (467) |
| Cost of removal less salvage | (33) | (45) |
| Common equity component of allowance for funds used during construction | 4 | 2 |
| Loan to affiliate | | 113 |
| NET CASH FLOWS USED IN INVESTING ACTIVITIES | (441) | (397) |
| FINANCING ACTIVITIES | | |
| Net (payments of)/proceeds from short-term debt | 475 | (253) |
| Issuance of long-term debt | | 750 |
| Debt issuance costs | | (5) |
| Capital contribution by parent | 12 | |
| Dividend to parent | (167) | (163) |
| Preferred stock dividends | (3) | (3) |
| NET CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES | 317 | 326 |
| CASH AND TEMPORARY CASH INVESTMENTS: | | |
| NET CHANGE FOR THE PERIOD | (102) | 565 |
| BALANCE AT BEGINNING OF PERIOD | 131 | 37 |
| BALANCE AT END OF PERIOD | \$ 29 | \$ 602 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION | | |
| Cash paid/(refunded) during the period for: | | |
| Interest | \$ 96 | \$ 93 |
| Income taxes | | \$ 12 |

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)**

| | March 31, 2010 | December 31, 2009 |
|---|------------------------------|----------------------|
| | <i>(Millions of Dollars)</i> | |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and temporary cash investments | \$ 29 | \$ 131 |
| Accounts receivable – customers, less allowance for uncollectible accounts of \$63 in 2010 and 2009 | 1,013 | 904 |
| Other receivables, less allowance for uncollectible accounts of \$4 in 2010 and 2009 | 148 | 134 |
| Accrued unbilled revenue | 285 | 413 |
| Accounts receivable from affiliated companies | 75 | 124 |
| Fuel oil, at average cost | 61 | 39 |
| Gas in storage, at average cost | 69 | 131 |
| Materials and supplies, at average cost | 142 | 140 |
| Prepayments | 366 | 82 |
| Fair value of derivative assets | 37 | 39 |
| Deferred derivative losses | 242 | 104 |
| Revenue decoupling mechanism receivable | 44 | 107 |
| Other current assets | 50 | 50 |
| TOTAL CURRENT ASSETS | 2,561 | 2,398 |
| INVESTMENTS | | |
| UTILITY PLANT AT ORIGINAL COST | 124 | 126 |
| Electric | 17,817 | 17,570 |
| Gas | 3,581 | 3,537 |
| Steam | 1,940 | 1,935 |
| General | 1,712 | 1,708 |
| TOTAL | 25,050 | 24,750 |
| Less: Accumulated depreciation | 5,035 | 4,947 |
| Net | 20,015 | 19,803 |
| Construction work in progress | 1,386 | 1,334 |
| NET UTILITY PLANT | 21,401 | 21,137 |
| NON-UTILITY PROPERTY | | |
| Non-utility property, less accumulated depreciation of \$21 and \$20 in 2010 and 2009, respectively | 10 | 9 |
| NET PLANT | 21,411 | 21,146 |
| OTHER NONCURRENT ASSETS | | |
| Regulatory assets | 6,650 | 6,590 |
| Other deferred charges and noncurrent assets | 231 | 201 |
| TOTAL OTHER NONCURRENT ASSETS | 6,881 | 6,791 |
| TOTAL ASSETS | \$ 30,977 | \$ 30,461 |

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

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

| | March 31, 2010 | December 31, 2009 |
|---|------------------------------|------------------------------|
| | <i>(Millions of Dollars)</i> | |
| LIABILITIES AND SHAREHOLDER'S EQUITY | | |
| CURRENT LIABILITIES | | |
| Long-term debt due within one year | \$ 625 | \$ 625 |
| Notes payable | 475 | |
| Accounts payable | 770 | 843 |
| Accounts payable to affiliated companies | 13 | 17 |
| Customer deposits | 262 | 259 |
| Accrued taxes | 25 | 41 |
| Accrued taxes to affiliated companies | 21 | 9 |
| Accrued interest | 172 | 137 |
| Accrued wages | 84 | 89 |
| Fair value of derivative liabilities | 120 | 45 |
| Deferred derivative gains | 2 | 8 |
| Uncertain income taxes | 90 | 92 |
| Other current liabilities | 335 | 282 |
| TOTAL CURRENT LIABILITIES | 2,994 | 2,447 |
| NONCURRENT LIABILITIES | | |
| Obligations under capital leases | 11 | 14 |
| Provision for injuries and damages | 161 | 160 |
| Pensions and retiree benefits | 2,792 | 2,978 |
| Superfund and other environmental costs | 163 | 159 |
| Asset retirement obligations | 123 | 122 |
| Fair value of derivative liabilities | 47 | 44 |
| Other noncurrent liabilities | 64 | 68 |
| TOTAL NONCURRENT LIABILITIES | 3,361 | 3,545 |
| DEFERRED CREDITS AND REGULATORY LIABILITIES | | |
| Deferred income taxes and investment tax credits | 5,285 | 5,139 |
| Regulatory liabilities | 627 | 703 |
| Other deferred credits | 24 | 29 |
| TOTAL DEFERRED CREDITS AND REGULATORY LIABILITIES | 5,936 | 5,871 |
| LONG-TERM DEBT | 9,038 | 9,038 |
| SHAREHOLDER'S EQUITY | | |
| Common shareholder's equity (See Statement of Shareholder's Equity) | 9,435 | 9,347 |
| Preferred stock | 213 | 213 |
| TOTAL SHAREHOLDER'S EQUITY | 9,648 | 9,560 |
| TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY | \$ 30,977 | \$ 30,461 |

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

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

| | 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, 2008 | 235,488,094 | \$ 589 | \$ 3,664 | \$ 5,780 | \$ (962) | \$ (60) | \$ (20) | \$ 8,991 |
| Net income | | | | 200 | | | | 200 |
| Common stock dividend to parent | | | | (163) | | | | (163) |
| Cumulative preferred dividends | | | | (3) | | | | (3) |
| BALANCE AS OF MARCH 31, 2009 | 235,488,094 | \$ 589 | \$ 3,664 | \$ 5,814 | \$ (962) | \$ (60) | \$ (20) | \$ 9,025 |
| 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, 2009 | 235,488,094 | \$ 589 | \$ 3,889 | \$ 5,985 | \$ (962) | \$ (62) | \$ (4) | \$ 9,435 |

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

Table of Contents

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, 2009 (the Form 10-K). Information in the notes to the consolidated financial statements in the Form 10-K referred to in these notes is incorporated by reference herein. The use of terms such as "see" or "refer to" shall be deemed to incorporate by reference into these notes the information to which reference is made.

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

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

Note A Summary of Significant Accounting Policies

Revenues

Reference is made to "Revenues" in Note A to the financial statements included in Item 8 of the Form 10-K. The Utilities and Con Edison Solutions recognize revenues for energy service on a monthly billing cycle basis. The Utilities defer over a 12-month period net interruptible gas revenues, other than those authorized by the New York State Public Service Commission (NYSPSC) to be retained by the Utilities, for refund to firm gas sales and transportation customers. The Utilities and Con Edison Solutions accrue revenues at the end of each month for estimated energy service not yet billed to customers. Prior to March 31, 2009, CECONY did not accrue revenues for energy service provided but not yet billed to customers except for certain unbilled gas revenues accrued in 1989. This change in accounting for unbilled revenues had no effect on net income. See "Regulatory Assets and Liabilities" in Note B to the

Table of Contents

financial statements in Item 8 of the Form 10-K. Unbilled revenues included in Con Edison's balance sheet at March 31, 2010 and December 31, 2009 were \$422 million (including \$285 million for CECONY) and \$579 million (including \$413 million for CECONY), respectively.

Earnings Per Common Share

Reference is made to Earnings Per Common Share in Note A to the financial statements included in Item 8 of the Form 10-K. For the three months ended March 31, 2010 and 2009, Con Edison's basic and diluted EPS are calculated as follows:

| <i>(Millions of Dollars, except per share amounts/Shares in Millions)</i> | 2010 | 2009 |
|---|-------------|-------------|
| Net income for common stock | \$ 226 | \$ 180 |
| Weighted average common shares outstanding - Basic | 281.4 | 273.9 |
| Add: Incremental shares attributable to effect of potentially dilutive securities | 1.3 | 0.6 |
| Adjusted weighted average common shares outstanding - Diluted | 282.7 | 274.5 |
| Earnings per Common Share - Basic | | |
| Net income for common stock | \$ 0.80 | \$ 0.66 |
| Earnings per Common Share - Diluted | | |
| Net income for common stock | \$ 0.80 | \$ 0.66 |

Note B Regulatory Matters

Reference is made to Accounting Policies in Note A and Rate Agreements in Note B to the financial statements included in Item 8 of the Form 10-K.

Rate Agreements**CECONY Electric**

In March 2010, the NYSPSC issued an order approving the November 2009 Joint Proposal covering the rates CECONY can charge its customers for electric delivery service during the three-year period April 2010 through March 2013. Among other things, this Joint Proposal provides for electric base rate increases of \$420 million, effective April 2010 and 2011, and \$287 million, effective April 2012, with an additional \$133 million to be collected through a surcharge in the rate year ending March 2013. Also, on March 26, 2010, the NYSPSC issued an order approving the February 2010 Joint Proposal relating to the NYSPSC's review of CECONY's capital expenditures during the April 2005 through March 2008 period covered by CECONY's 2005 electric rate agreement. The NYSPSC modified this Joint Proposal to provide a \$36 million credit to customer bills in 2010 instead of providing this amount to customers over the next three years. For additional information about the November 2009 and February 2010 Joint Proposals, see Note B to the financial statements in Item 8 of the Form 10-K.

O&R Electric

In May 2010, Rockland Electric Company (a regulated utility subsidiary of O&R), the Division of Rate Counsel, Staff of the New Jersey Board of Public Utilities (NJBP) and certain other parties entered into a stipulation of settlement with respect to the company's August 2009 request to increase the rates that it can charge its customers for electric delivery service. The stipulation, which is subject to approval by the Board of the NJBP, provides for an electric rate increase, effective May 17, 2010, of \$9.8 million. The stipulation reflects a return on common equity of 10.3 percent and a common equity ratio of approximately 50 percent. The stipulation continues current provisions with respect to recovery from customers of the cost of purchased power and does not provide for reconciliation of actual expenses to amounts reflected in electric rates for pension and other postretirement benefit costs.

CECONY Gas and Steam

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In April 2010, CECONY, the NYSPSC staff and certain other parties reached agreements in principle with respect to CECONY's November 2009 requests to the NYSPSC for increases in the rates the company can charge its customers for gas delivery service and steam service. The terms of the agreements in principle, pursuant to applicable requirements, remain confidential until Joint Proposals regarding the requests

18

Table of Contents

are entered into by CECONY, the NYSPSC staff and other parties, if any, and filed with the NYSPSC for approval (which filings are expected to occur in May 2010).

Other Regulatory Matters

In February 2009, the NYSPSC commenced a proceeding to examine the prudence of certain CECONY expenditures (see Investigation of Contractor Payments in Note H). Pursuant to NYSPSC orders, a portion of the company's revenues (effective April 2010, \$249 million, \$32 million and \$6 million on an annual basis for electric, gas and steam service, respectively) is being collected subject to potential refund to customers. At March 31, 2010, the company had collected an estimated \$322 million from customers subject to potential refund in connection with this proceeding. The company is unable to estimate the amount, if any, of any such refund and, accordingly, has not established a regulatory liability for a refund.

Regulatory Assets and Liabilities

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

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|---|-------------------|-------------|---------------|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Regulatory assets | | | | |
| Unrecognized pension and other postretirement costs | \$ 4,289 | \$ 4,472 | \$ 4,093 | \$ 4,259 |
| Future federal income tax | 1,368 | 1,316 | 1,298 | 1,249 |
| Environmental remediation costs | 421 | 388 | 334 | 329 |
| Surcharge for New York State Assessment | 202 | 138 | 187 | 126 |
| Deferred derivative losses - long-term | 180 | 106 | 131 | 75 |
| Revenue taxes | 124 | 119 | 121 | 116 |
| Pension and other postretirement benefits deferrals | 121 | 101 | 70 | 49 |
| Property tax reconciliation | 94 | 85 | 94 | 85 |
| Net electric deferrals | 82 | 82 | 82 | 82 |
| O&R transition bond charges | 52 | 55 | | |
| World Trade Center restoration costs | 39 | 41 | 39 | 41 |
| Workers' compensation | 36 | 37 | 36 | 37 |
| Storm reserves | 44 | 5 | 31 | |
| Other retirement program costs | 11 | 12 | 11 | 12 |
| Asbestos-related costs | 10 | 10 | 9 | 9 |
| Gas rate plan deferral | 9 | 21 | 9 | 21 |
| Other | 118 | 115 | 105 | 100 |
| Regulatory assets | 7,200 | 7,103 | 6,650 | 6,590 |
| Deferred derivative losses - current | 302 | 141 | 242 | 104 |
| Recoverable energy costs - current | 42 | 60 | | |
| Total Regulatory Assets | \$ 7,544 | \$ 7,304 | \$ 6,892 | \$ 6,694 |
| Regulatory liabilities | | | | |
| Allowance for cost of removal less salvage | \$ 381 | \$ 371 | \$ 312 | \$ 303 |
| Refundable energy costs | 95 | 147 | 35 | 77 |
| 2005-2008 capital expenditure reserve | 26 | 24 | 26 | 24 |
| Net unbilled revenue deferrals | 23 | 91 | 23 | 91 |
| Gain on sale of First Avenue properties | 23 | 23 | 23 | 23 |
| Rate case amortizations | 14 | 21 | 14 | 21 |
| Electric rate case deferral | | 19 | | 19 |
| Other | 215 | 162 | 194 | 145 |
| Regulatory liabilities | 777 | 858 | 627 | 703 |
| Deferred derivative gains - current | 2 | 8 | 2 | 8 |
| Total Regulatory Liabilities | \$ 779 | \$ 866 | \$ 629 | \$ 711 |
| | | | | 19 |

Table of Contents

Note C Long-Term Debt

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

Note D Short-Term Borrowing

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

At March 31, 2010, Con Edison had \$475 million of commercial paper outstanding, all of which was outstanding under CECONY's program. The weighted average interest rate was 0.3 percent. At December 31, 2009, Con Edison and CECONY had no commercial paper outstanding. At March 31, 2010 and December 31, 2009, no loans were outstanding under the Companies' Credit Agreement and \$235 million (including \$174 million for CECONY) and \$193 million (including \$135 million for CECONY) of letters of credit were outstanding under the Credit Agreement, respectively.

Note E Pension Benefits

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

Net Periodic Benefit Cost

The components of the Companies' net periodic benefit costs for the three months ended March 31, 2010 and 2009 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|--|---------------|--------------|---------------|--------------|
| | 2010 | 2009 | 2010 | 2009 |
| Service cost including administrative expenses | \$ 42 | \$ 40 | \$ 39 | \$ 37 |
| Interest cost on projected benefit obligation | 139 | 131 | 130 | 123 |
| Expected return on plan assets | (176) | (173) | (167) | (165) |
| Amortization of net actuarial loss | 106 | 75 | 100 | 68 |
| Amortization of prior service costs | 2 | 2 | 2 | 2 |
| NET PERIODIC BENEFIT COST | \$ 113 | \$ 75 | \$ 104 | \$ 65 |
| Amortization of regulatory asset* | | 1 | | 1 |
| TOTAL PERIODIC BENEFIT COST | \$ 113 | \$ 76 | \$ 104 | \$ 66 |
| Cost capitalized | (41) | (27) | (39) | (25) |
| Cost deferred | (23) | (31) | (21) | (28) |
| Cost charged to operating expenses | \$ 49 | \$ 18 | \$ 44 | \$ 13 |

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

Expected Contributions

Based on estimates as of December 31, 2009, the Companies are not required under funding regulations and laws to make any contributions to the pension plan during 2010. The Companies' policy is to fund their accounting cost to the extent tax deductible, therefore, Con Edison expects to make discretionary contributions in 2010 of \$434 million, including \$397 million for CECONY (of which CECONY contributed \$112 million in the first quarter of 2010). During the first quarter of 2009, CECONY contributed \$92 million to the pension plan. The Companies expect to fund \$25 million for the non-qualified supplemental pension plans in 2010. The Companies are continuing to monitor changes to funding and tax laws that may impact future pension plan funding requirements.

Note F Other Postretirement Benefits

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

20

Table of Contents**Net Periodic Benefit Cost**

The components of the Companies' net periodic postretirement benefit costs for the three months ended March 31, 2010 and 2009 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|--|--------------|--------------|--------------|--------------|
| | 2010 | 2009 | 2010 | 2009 |
| Service cost | \$ 6 | \$ 5 | \$ 5 | \$ 4 |
| Interest cost on accumulated other postretirement benefit obligation | 23 | 24 | 20 | 21 |
| Expected return on plan assets | (22) | (21) | (19) | (20) |
| Amortization of net actuarial loss | 23 | 18 | 21 | 16 |
| Amortization of prior service cost | (3) | (3) | (4) | (3) |
| Amortization of transition obligation | 1 | 1 | 1 | 1 |
| NET PERIODIC POSTRETIREMENT BENEFIT COST | \$ 28 | \$ 24 | \$ 24 | \$ 19 |
| Cost capitalized | (10) | (9) | (9) | (7) |
| Cost deferred | (1) | (1) | (2) | (2) |
| Cost charged to operating expenses | \$ 17 | \$ 14 | \$ 13 | \$ 10 |

Health Care Reform

In March 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 became law. The Companies are assessing the impact of these laws. In March 2010, CECONY reduced its deferred tax asset to reflect the laws' repeal, effective 2013, of the deduction for federal income tax purposes of the portion of the cost of an employer's retiree prescription drug coverage for which the employer received a benefit under the Medicare Prescription Drug Improvement and Modernization Act of 2003 (see Note F to the financial statements in Item 8 of the Form 10-K). For CECONY, the reductions in its deferred tax asset (\$33 million) had no effect on net income because a regulatory asset in a like amount on a pre-tax basis was established to reflect future recovery from customers of the increased cost of its retiree prescription drug coverage resulting from the loss of the tax deduction. The impacts on Con Edison's deferred tax assets for its other businesses were not material to its results of operations.

Note G Environmental Matters**Superfund Sites**

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

The Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 and similar state statutes (Superfund) impose joint and several liability, regardless of fault, upon generators of hazardous substances for investigation and remediation costs (which include costs of demolition, removal, disposal, storage, replacement, containment, and monitoring) and natural resource damages. Liability under these laws can be material and may be imposed for contamination from past acts, even though such past acts may have been lawful at the time they occurred. The sites at which the Utilities have been asserted to have liability under these laws, including their manufactured gas plant sites and any neighboring areas to which contamination may have migrated, are referred to herein as Superfund Sites.

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

Table of Contents

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

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|------------------------------|------------|--------|--------|--------|
| | 2010 | 2009 | 2010 | 2009 |
| Accrued Liabilities: | | | | |
| Manufactured gas plant sites | \$ 197 | \$ 164 | \$ 115 | \$ 112 |
| Other Superfund Sites | 49 | 48 | 48 | 47 |
| Total | \$ 246 | \$ 212 | \$ 163 | \$ 159 |
| Regulatory assets | \$ 421 | \$ 388 | \$ 334 | \$ 329 |

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

Insurance recoveries related to Superfund Sites for the three months ended March 31, 2010 were immaterial. There were no insurance recoveries received related to Superfund Sites for the three months ended March 31, 2009. Environmental remediation costs incurred related to Superfund Sites during the three months ended March 31, 2010 and 2009 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|------------------------------|------------|-------|--------|-------|
| | 2010 | 2009 | 2010 | 2009 |
| Remediation costs incurred | \$ 9 | \$ 16 | \$ 8 | \$ 16 |

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

Table of Contents**Asbestos Proceedings**

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

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|---|------------|--------|--------|--------|
| | 2010 | 2009 | 2010 | 2009 |
| Accrued liability - asbestos suits | \$ 10 | \$ 10 | \$ 9 | \$ 9 |
| Regulatory assets - asbestos suits | \$ 10 | \$ 10 | \$ 9 | \$ 9 |
| Accrued liability - workers' compensation | \$ 111 | \$ 113 | \$ 106 | \$ 108 |
| Regulatory assets - workers' compensation | \$ 36 | \$ 37 | \$ 36 | \$ 37 |

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

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

Investigation of Contractor Payments

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

Table of Contents

assurance that its financial statements have been fairly presented, in all material respects, in conformity with generally accepted accounting principles. Because the company's investigation is ongoing, the company is unable to predict the impact of any of the employees' unlawful conduct on the company's internal controls, business, results of operations or financial position.

Permit Non-Compliance and Pollution Discharges

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

Also in January 2010, the NYSDEC staff indicated that the NYSDEC intends to issue a proposed consent order relating to the release of oil into the Bronx River resulting from a November 2009 transformer fire at the company's Dunwoodie electric substation.

The company will seek to resolve these matters through negotiations with the NYSDEC. It is unable to predict the impact of these matters on the company's operations or the amount of penalties and the additional costs, which could be substantial, to comply with the requirements resulting from these matters.

In January 2010, the NYSDEC issued a proposed administrative Order on Consent to CECONY relating to discharges of pollutants, reported by the company to the NYSDEC from 2002 through 2009, into the storm sewer system at a property the company owns in the Astoria section of New York on which the company is permitted by the NYSDEC to operate a hazardous waste storage facility. In April 2010, the NYSDEC issued an order, to which CECONY consented, pursuant to which CECONY will pay a \$1.1 million penalty and undertake a corrective action plan that will require the company to incur an estimated \$10 million of capital expenditures.

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 \$(29) million at March 31, 2010 and \$(24) million at December 31, 2009 and is comprised of a \$235 million gross investment less \$264 million deferred tax liabilities at March 31, 2010 and \$235 million gross investment less \$259 million of deferred tax liabilities at December 31, 2009.

On audit of Con Edison's tax return for 1997, the IRS disallowed the tax losses in connection with the 1997 LILO transaction. In December 2005, Con Edison paid a \$0.3 million income tax deficiency asserted by the IRS for the tax year 1997 with respect to the 1997

Table of Contents

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 return for 2008, the IRS has disallowed \$42 million of net tax deductions taken with respect to both of the LILO transactions. When this audit level disallowance becomes appealable, Con Edison intends to file an appeal of the disallowance.

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 March 31, 2010, in the aggregate, was \$209 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 \$65 million net of tax at March 31, 2010.

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

Guarantees

Con Edison and its subsidiaries enter into various agreements providing financial or performance assurance primarily to third parties on behalf of their subsidiaries. Maximum amounts guaranteed by Con Edison totaled \$939 million and \$929 million at March 31, 2010 and December 31, 2009, respectively.

A summary, by type (described in Note H to the financial statements in Item 8 of the Form 10-K) and term, of Con Edison's total guarantees at March 31, 2010 is as follows:

| Guarantee Type | 0 - 3 years | 4 - 10 years | > 10 years | Total |
|----------------------------|------------------------------|--------------|---------------|---------------|
| | <i>(Millions of Dollars)</i> | | | |
| Commodity transactions | \$ 647 | \$ 19 | \$ 155 | \$ 821 |
| Affordable housing program | 6 | | | 6 |
| Intra-company guarantees | 30 | | 1 | 31 |
| Other guarantees | 61 | 20 | | 81 |
| TOTAL | \$ 744 | \$ 39 | \$ 156 | \$ 939 |

Note I Financial Information by Business Segment

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

Table of Contents

The financial data for the business segments are as follows:

| <i>(Millions of Dollars)</i> | For the Three Months Ended March 31, | | | | | | | |
|-------------------------------|--------------------------------------|----------|---------------|--------|------------------|--------|-----------|---------|
| | Operating | | | | | | Operating | |
| | revenues | | Inter-segment | | Depreciation and | | income | |
| | 2010 | 2009 | 2010 | 2009 | 2010 | 2009 | 2010 | 2009 |
| CECONY | | | | | | | | |
| Electric | \$ 1,728 | \$ 1,658 | \$ 3 | \$ 3 | \$ 151 | \$ 142 | \$ 195 | \$ 138 |
| Gas | 683 | 781 | 1 | 1 | 25 | 24 | 215 | 204 |
| Steam | 307 | 331 | 18 | 18 | 15 | 15 | 102 | 91 |
| Consolidation adjustments | | | (22) | (22) | | | | |
| Total CECONY | \$ 2,718 | \$ 2,770 | \$ | \$ | \$ 191 | \$ 181 | \$ 512 | \$ 433 |
| O&R | | | | | | | | |
| Electric | \$ 161 | \$ 146 | \$ | \$ | \$ 8 | \$ 7 | \$ 5 | \$ 7 |
| Gas | 90 | 106 | | | 3 | 3 | 23 | 22 |
| Total O&R | \$ 251 | \$ 252 | \$ | \$ | \$ 11 | \$ 10 | \$ 28 | \$ 29 |
| Competitive energy businesses | \$ 500 | \$ 412 | \$ 2 | \$ (2) | \$ 2 | \$ 1 | \$ (48) | \$ (43) |
| Other* | (7) | (11) | (2) | 2 | | | | |
| Total Con Edison | \$ 3,462 | \$ 3,423 | \$ | \$ | \$ 204 | \$ 192 | \$ 492 | \$ 419 |

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

Note J 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 March 31, 2010 and December 31, 2009 were as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | CECONY | |
|---|------------|----------|----------|----------|
| | 2010 | 2009 | 2010 | 2009 |
| Fair value of net derivative assets/(liabilities) gross | \$ (563) | \$ (266) | \$ (327) | \$ (137) |
| Impact of netting of cash collateral | 356 | 162 | 197 | 87 |
| Fair value of net derivative assets/(liabilities) net | \$ (207) | \$ (104) | \$ (130) | \$ (50) |

Credit Exposure

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

At March 31, 2010, Con Edison and CECONY had \$220 million and \$28 million of credit exposure in connection with energy supply and hedging activities, net of collateral, respectively. Con Edison's net credit exposure consisted of \$147 million with investment-grade

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counterparties, \$72 million primarily with commodity exchange brokers or 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.

26

Table of Contents

The fair values of the Companies' commodity derivatives at March 31, 2010 were:

| <i>(Millions of Dollars)</i> | Fair Value of Commodity Derivatives(a) | | Con | |
|------------------------------|---|--|----------|--------|
| | Balance Sheet Location | | Edison | CECONY |
| | Asset Derivatives | | | |
| Current | Fair value of derivative assets | | \$ 304 | \$ 14 |
| Long term | Other deferred charges and non-current assets | | 193 | 2 |
| Total asset derivatives | | | \$ 497 | \$ 16 |
| Impact of netting | | | (324) | 20 |
| Net asset derivatives | | | \$ 173 | \$ 36 |
| | Liability Derivatives | | | |
| Current | Fair value of derivative liabilities | | \$ 725 | \$ 216 |
| Long term | Fair value of derivative liabilities | | 335 | 127 |
| Total liability derivatives | | | \$ 1,060 | \$ 343 |
| Impact of netting | | | (680) | (177) |
| Net liability derivatives | | | \$ 380 | \$ 166 |

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

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

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

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

Table of Contents

The following table presents the changes in the fair values of commodity derivatives that have been deferred or recognized in earnings for the three months ended March 31, 2010:

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

| Deferred or Recognized in Income for the Three Months Ended March 31, 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 | Deferred derivative gains | \$ (6) | \$ (6) |
| Total deferred gains | | \$ (6) | \$ (6) |
| Current | Deferred derivative losses | \$ (161) | \$ (138) |
| Current | Recoverable energy costs | \$ (55) | \$ (42) |
| Long term | Regulatory assets | \$ (74) | \$ (56) |
| Total deferred losses | | \$ (290) | \$ (236) |
| Net deferred losses | | \$ (296) | \$ (242) |
| Income Statement Location | | | |
| Pre-tax gain/(loss) recognized in income | | | |
| | Purchased power expense | \$ (70)(b) | \$ |
| | Gas purchased for resale | 5 | |
| | Non-utility revenue | 14(b) | |
| Total pre-tax gain/(loss) recognized in income | | \$ (51) | \$ |

(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 March 31, 2010, Con Edison recorded in non-utility operating revenues and purchased power expense an unrealized pre-tax gain/(loss) of \$46 million and \$(110) million, respectively.

The following table presents the changes in the fair values of commodity derivatives that have been deferred or recognized in earnings for the three months ended March 31, 2009:

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

| Deferred or Recognized in Income for the Three Months Ended March 31, 2009 | | | |
|---|-------------------------------|-------------------|---------------|
| <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 | \$ (4) | \$ (4) |
| Total deferred gains | | \$ (4) | \$ (4) |
| Current | Deferred derivative losses | \$ (36) | \$ (23) |
| Current | Recoverable energy costs | \$ (181) | \$ (157) |
| Long term | Regulatory assets | \$ (45) | \$ (31) |
| Total deferred losses | | \$ (262) | \$ (211) |
| Net deferred losses | | \$ (266) | \$ (215) |
| Income Statement Location | | | |
| Pre-tax gain/(loss) recognized in income | | | |
| | Purchased power expense | \$ (111)(b) | \$ |
| | Gas purchased for resale | 3 | |
| | Non-utility revenue | 76(b) | |
| Total pre-tax gain/(loss) recognized in income | | \$ (32) | \$ |

(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 March 31, 2009, Con Edison recorded in non-utility operating revenues an unrealized pre-tax loss of \$57 million.

Table of Contents

As of March 31, 2010, Con Edison had 1,477 contracts, including 726 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) | MWhs(b) | Number of Contracts(a) | Dths(b) | |
| Con Edison | 647 | 16,588,038 | 97 | 6,580 | 733 | 143,057,500 | 1,477 |
| CECONY | 121 | 3,756,950 | | | 605 | 133,790,000 | 726 |

- (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 March 31, 2010, and the additional collateral that would have been required to be posted had the lowest applicable credit rating been reduced one level and to below investment grade were:

| (Millions of Dollars) | Con Edison(a) | CECONY(a) |
|--|---------------|-----------|
| Aggregate fair value net liabilities | \$ 552 | \$ 217 |
| Collateral posted | \$ 352 | \$ 170(b) |
| Additional collateral(c) (downgrade one level from current ratings(d)) | \$ 59 | \$ 37 |
| Additional collateral(c) (downgrade to below investment grade from current ratings(d)) | \$ 367(e) | \$ 113 |

- (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 March 31, 2010, would have amounted to an estimated \$139 million for Con Edison, including \$68 million for CECONY. For certain other such non-derivative transactions, the Companies could be required to post collateral under certain circumstances, including in the event counterparties had reasonable grounds for insecurity.
- (b) Across the Utilities energy derivative positions, credit limits for the same counterparties are generally integrated. At March 31, 2010, all collateral for these positions was posted by CECONY, including an estimated \$46 million attributable to O&R.
- (c) The Companies measure the collateral requirements by taking into consideration the fair value amounts of derivative instruments that contain credit-risk-related contingent features that are in a net liabilities position plus amounts owed to counterparties for settled transactions and amounts required by counterparties for minimum financial security. The fair value amounts represent unrealized losses, net of any unrealized gains where the Companies have a legally enforceable right of setoff.
- (d) The current ratings are Moody s, S&P and Fitch long-term credit rating of, as applicable, Con Edison (Baa1/BBB+/BBB+), CECONY (A3/A-/A-) or O&R (Baa1/A-/A). Credit ratings assigned by rating agencies are expressions of opinions that are subject to revision or withdrawal at any time by the assigning rating agency.
- (e)

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Derivative instruments that are net assets have been excluded from the table. At March 31, 2010, if Con Edison had been downgraded to below investment grade, it would have been required to post additional collateral for such derivative instruments of not more than \$34 million.

Interest Rate Swaps

O&R has an interest rate swap related to its Series 1994A Debt. See Note C to the financial statement in Item 8 of the Form 10-K. O&R pays a fixed-rate of 6.09 percent and receives a LIBOR-based variable rate. The fair value of this interest rate swap at March 31, 2010 was an unrealized loss of \$11 million, which has been included in Con Edison's consolidated balance sheet as a noncurrent liability/fair value of derivative liabilities and a regulatory asset. There was no material change in the fair value of the swap for the three months ended March 31, 2010. In the event O&R's credit rating was downgraded to BBB- or lower by Standard & Poor's Rating Services or Baa3 or lower by Moody's Investors Service, the swap counterparty could elect to terminate the agreement and, if it did so, the parties would then be required to settle the transaction.

29

Table of Contents**Note K Fair Value Measurements**

Effective January 1, 2010, the Companies adopted Accounting Standards Update (ASU) No. 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements, except as discussed in the following paragraph. This update requires the Companies to disclose significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. The guidance also clarifies level of disaggregation and disclosure requirements about inputs and valuation techniques used to measure fair value for both recurring and nonrecurring fair value measurements and the meaning of a class of assets and liabilities.

In addition, the update requires the Companies to present information about purchases, sales, issuances, and settlements on a gross basis in the reconciliation for fair value measurements using significant unobservable inputs (Level 3). This disclosure is effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years.

The accounting rules for fair value measurements and disclosures established a fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value in three broad levels. The rules require that assets and liabilities be classified in their entirety based on the level of input that is significant to the fair value measurement. Assessing the significance of a particular input may require judgment considering factors specific to the asset or liability, and may affect the valuation of the asset or liability and their placement within the fair value hierarchy. See Note P to the financial statements in Item 8 of the Form 10-K for how the Companies classify fair value balances based on the fair value hierarchy.

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

Assets and liabilities measured at fair value on a recurring basis as of March 31, 2010 are summarized below.

| <i>(Millions of Dollars)</i> | Level 1 | | Level 2 | | Level 3 | | Netting Adjustments(4) | | Total | |
|------------------------------|---------|--------|---------|--------|---------|--------|---------------------------|----------|--------|--------|
| | Con | | Con | | Con | | Con | | Con | |
| | Edison | CECONY | Edison | CECONY | Edison | CECONY | Edison | CECONY | Edison | CECONY |
| Derivative assets: | | | | | | | | | | |
| Commodity(1) | \$ 2 | \$ 1 | \$ 106 | \$ 4 | \$ 322 | \$ 9 | \$ (257) | \$ 22 | \$ 173 | \$ 36 |
| Other assets(3) | 35 | 35 | | | 93 | 84 | | | 128 | 119 |
| Total | \$ 37 | \$ 36 | \$ 106 | \$ 4 | \$ 415 | \$ 93 | \$ (257) | \$ 22 | \$ 301 | \$ 155 |
| Derivative liabilities: | | | | | | | | | | |
| Commodity(1) | \$ 12 | \$ 11 | \$ 490 | \$ 273 | \$ 490 | \$ 57 | \$ (612) | \$ (175) | \$ 380 | \$ 166 |
| Interest rate contract(2) | | | | | 11 | | | | 11 | |
| Total | \$ 12 | \$ 11 | \$ 490 | \$ 273 | \$ 501 | \$ 57 | \$ (612) | \$ (175) | \$ 391 | \$ 166 |

(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 J.

(2) See Note J.

(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.

30

Table of Contents

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

| <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) | \$ 3 | \$ 3 | \$ 92 | \$ 21 | \$ 201 | \$ 17 | \$ (166) | \$ (2) | \$ 130 | \$ 39 |
| Other assets(3) | 36 | 36 | | | 92 | 83 | | | 128 | 119 |
| Total | \$ 39 | \$ 39 | \$ 92 | \$ 21 | \$ 293 | \$ 100 | \$ (166) | \$ (2) | \$ 258 | \$ 158 |
| Derivative liabilities: | | | | | | | | | | |
| Commodity(1) | \$ 6 | \$ 1 | \$ 296 | \$ 155 | \$ 260 | \$ 22 | \$ (328) | \$ (89) | \$ 234 | \$ 89 |
| Interest rate contract(2) | | | | | 11 | | | | 11 | |
| Total | \$ 6 | \$ 1 | \$ 296 | \$ 155 | \$ 271 | \$ 22 | \$ (328) | \$ (89) | \$ 245 | \$ 89 |

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

The table listed below provides a reconciliation of the beginning and ending net balances for assets and liabilities measured at fair value as of March 31, 2010 and 2009 and classified as Level 3 in the fair value hierarchy:

For the Three Months Ended March 31, 2010
Total Gains/(Losses)

| <i>(Millions of Dollars)</i> | Realized and Unrealized | | | | | | Ending Balance as of March 31, 2010 |
|------------------------------|---|----------------------|---|---|----------------------------|----------|-------------------------------------|
| | Beginning Balance as of January 1, 2010 | Included in Earnings | Included in Regulatory Assets and Liabilities | Purchases, Issuances, Sales and Settlements | Transfer In/Out of Level 3 | | |
| Con Edison | | | | | | | |
| Derivatives: | | | | | | | |
| Commodity | \$ (59) | \$ (51) | \$ (72) | \$ 14 | \$ | \$ (168) | |
| Interest rate contract | (11) | (1) | | 1 | | (11) | |
| Other(1) | 92 | | 1 | | | 93 | |
| Total | \$ 22 | \$ (52) | \$ (71) | \$ 15 | \$ | \$ (86) | |
| CECONY | | | | | | | |
| Derivatives: | | | | | | | |
| Commodity | \$ (5) | \$ (5) | \$ (33) | \$ (5) | \$ | \$ (48) | |
| Other(1) | 83 | | 1 | | | 84 | |
| Total | \$ 78 | \$ (5) | \$ (32) | \$ (5) | \$ | \$ 36 | |

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

Table of Contents

For the Three Months Ended March 31, 2009
Total Gains/(Losses)

| <i>(Millions of Dollars)</i> | Realized and Unrealized | | | | | Ending |
|------------------------------|--|---------------------------------|--|--|---|---|
| | Beginning Balance as of January 1, 2009 | Included in Earnings | Included in Regulatory Assets and Liabilities | Purchases, Issuances, Sales and Settlements | Transfer In/Out of Level 3 | Balance as of March 31, 2009 |
| Con Edison | | | | | | |
| Derivatives: | | | | | | |
| Commodity | \$ (50) | \$ (29) | \$ (52) | \$ 16 | \$ | \$ (115) |
| Interest rate contract | (15) | (1) | 1 | 1 | | (14) |
| Other(1) | 73 | (2) | (3) | | | 68 |
| Total | \$ 8 | \$ (32) | \$ (54) | \$ 17 | \$ | \$ (61) |
| CECONY | | | | | | |
| Derivatives: | | | | | | |
| Commodity | \$ 1 | \$ (1) | \$ (8) | \$ 1 | \$ | \$ (7) |
| Other(1) | 65 | (2) | (2) | | | 61 |
| Total | \$ 66 | \$ (3) | \$ (10) | \$ 1 | \$ | \$ 54 |

(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. See Note A to the financial statements in Item 8 of the Form 10-K. Unrealized gains and losses for commodity derivatives are generally deferred on the consolidated balance sheet in accordance with the accounting rules for regulated operations.

For the competitive energy businesses, realized and unrealized gains and losses on Level 3 commodity derivative assets and liabilities are reported in non-utility revenues (\$60 million gain and \$14 million loss) and purchased power costs (\$89 million loss and \$1 million loss) on the consolidated income statement for the three months ended March 31, 2010 and 2009, respectively. The change in fair value relating to Level 3 commodity derivative assets held at March 31, 2010 and 2009 is included in non-utility revenues (\$46 million gain and \$15 million loss) and purchased power costs (\$71 million loss and immaterial) on the consolidated income statement for the three months ended March 31, 2010 and 2009, respectively.

Note L Variable Interest Entities

Reference is made to Notes Q and T to the financial statements in Item 8 of the Form 10-K. Effective January 1, 2010, the Companies adopted ASU No. 2009-17, Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities. The Companies have not identified any interests they have in any variable interest entity (VIE) that would require the Companies to include the accounts of the VIE in the Companies' consolidated financial statements. In the first quarter of 2010, CECONY again requested from five potential VIEs (Sithe/Independence Power Partners, LP, Cogen Technologies Linden Venture, LP, Selkirk Cogen Partners, LP, Brooklyn Navy Yard Cogeneration Partners, LP, and Indeck Energy Services of Corinth, Inc.), with which CECONY has long-term electricity purchase agreements, the information necessary to determine whether the entity is a VIE and whether CECONY is its primary beneficiary. The information was not made available. CECONY also has a long-term electricity purchase agreement with Astoria Energy, LLC (Astoria Energy). CECONY has determined that Astoria Energy is a VIE, and that CECONY is not its primary beneficiary since CECONY does not have the power to direct the activities that CECONY believes most significantly impact the economic performance of Astoria Energy. In particular, CECONY has not invested in, or guaranteed the indebtedness of, Astoria Energy and CECONY does not operate or maintain Astoria Energy's generating facilities. CECONY's significant involvement with the entities with which it entered into long-term electricity purchase agreements is

Table of Contents

CECONY's purchase of energy and capacity under the agreements, as to which CECONY's maximum exposure to the entities is limited pursuant to the agreements. For information about the agreements, see Note I to the financial statements in Item 8 of the Form 10-K.

Note M New Financial Accounting Standards

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

In February 2010, the FASB issued new guidance for subsequent events through ASU No. 2010-09, Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements. The amendments in this update to the ASC alleviates potentially conflicting disclosure requirements by the SEC and FASB. The amendment defines SEC filer and revised financial statements, removes the definition for public entity from the glossary and eliminates requirements for SEC filers to disclose the date through which subsequent events have been evaluated.

Table of Contents

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 First 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 First 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, 2009 (File Nos. 1-14514 and 1-1217, the Form 10-K).

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

Overview

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

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

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

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.

Orange and Rockland

Electric

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

Gas

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

Competitive Energy Businesses

Con Edison pursues competitive energy opportunities through three wholly-owned subsidiaries: Con Edison Solutions, Con Edison Energy and Con Edison Development. These businesses include the sales and related hedging of electricity to wholesale and retail customers, sales of certain energy-related products and services, and participation in energy infrastructure projects. At March 31, 2010, Con Edison's equity investment in its competitive energy businesses was \$249 million and their assets amounted to \$710 million.

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

| <i>(Millions of Dollars)</i> | Three Months Ended March 31, 2010 | | | | At March 31, 2010 | |
|------------------------------|-----------------------------------|------|-----------------------------|-------|-------------------|------|
| | Operating Revenues | | Net Income for Common Stock | | Assets | |
| CECONY | \$ 2,718 | 79% | \$ 243 | 107% | \$ 30,977 | 90% |
| O&R | 251 | 7% | 13 | 6% | 2,232 | 6% |
| Total Utilities | 2,969 | 86% | 256 | 113% | 33,209 | 96% |
| Con Edison Development | | % | | % | 429 | 1% |
| Con Edison Energy(a) | 155 | 4% | 9 | 4% | 168 | 1% |
| Con Edison Solutions(a) | 347 | 10% | (37) | (16)% | 246 | 1% |
| Other(b) | (9) | % | (2) | (1)% | 397 | 1% |
| Total Con Edison | \$ 3,462 | 100% | \$ 226 | 100% | \$ 34,449 | 100% |

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- (a) Net income from the competitive energy businesses for the three months ended March 31, 2010 includes \$(38) million of net after-tax mark-to-market losses (Con Edison Energy, \$11 million and Con Edison Solutions, \$(49) 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 March 31, 2010 was \$226 million or \$0.80 a share compared with earnings of \$180 million or \$0.66 a share for the three months ended March 31, 2009. See Results of Operations Summary, below.

35

Table of Contents

Results of Operations Summary

Net income for common stock for the three months ended March 31, 2010 and 2009 was as follows:

| <i>(Millions of Dollars)</i> | 2010 | 2009 |
|----------------------------------|-------------|-------------|
| CECONY | \$ 243 | \$ 197 |
| O&R | 13 | 12 |
| Competitive energy businesses(a) | (28) | (25) |
| Other(b) | (2) | (4) |
| Con Edison | \$ 226 | \$ 180 |

(a) Includes \$(38) million and \$(34) million of net after-tax mark-to-market losses in 2010 and 2009, respectively.

(b) Represents inter-company and parent company accounting. See Results of Operations, below.

The results of operations for the three months ended March 31, 2010, as compared with the 2009 period, reflect changes in the Utilities rate plans. These rate plans include an increase in the allowed electric return on common equity for CECONY. The rate plans provide for additional revenues to cover expected increases, discussed below, in certain operations and maintenance expenses, depreciation and property taxes and interest charges. The results of operations include the operating results of the competitive energy businesses, including net mark-to market effects.

The increases in operations and maintenance expenses reflect higher costs for pension and other post-retirement benefits, demand management programs and regulatory assessments in the 2010 period. Depreciation and property taxes were higher in the 2010 period reflecting primarily the impact from higher utility plant balances. Interest charges were higher in the 2010 period reflecting higher amounts of outstanding long-term debt.

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

| | Earnings per Share Variation | Net Income for Common Stock Variation (Millions of Dollars) |
|---|---|--|
| CECONY(a) | | |
| Rate plans, primarily to recover increases in certain costs | \$ 0.52 | \$ 143 |
| Operations and maintenance expense | (0.23) | (64) |
| Depreciation and property taxes | (0.16) | (44) |
| Net interest expense | (0.03) | (8) |
| Other (includes dilutive effect of new stock issuances) | 0.04 | 19 |
| Total CECONY | 0.14 | 46 |
| O&R | | 1 |
| Competitive energy businesses | | |
| Earnings excluding net mark-to-market effects | | 1 |
| Net mark-to-market effects(b) | (0.01) | (4) |
| Total competitive energy businesses | (0.01) | (3) |
| Other, including parent company expenses | 0.01 | 2 |
| Total variation | \$ 0.14 | \$ 46 |

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- (a) Under the revenue decoupling mechanisms in CECONY's electric and gas rate plans and the weather-normalization clause applicable to the gas business, revenues are generally not affected by changes in delivery volumes from levels assumed when rates were approved. Under CECONY's rate plans, pension and other post-retirement costs and certain other costs are reconciled to amounts reflected in rates for such costs. See Note B to the financial statements in Item 8 of the Form 10-K.
- (b) These variations reflect after-tax net mark-to-market losses of \$38 million or \$(0.13) a share in the first quarter of 2010 and after-tax net mark-to-market losses of \$34 million or \$(0.12) a share in the first quarter of 2009.

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

36

Table of Contents

results, cash flows and financial condition. The factors include those described under Risk Factors in Item 1A of the Form 10-K.

Application of Critical Accounting Policies

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

Liquidity and Capital Resources

The Companies' liquidity reflects cash flows from operating, investing and financing activities, as shown on their respective consolidated statement of cash flows and as discussed below. See Liquidity and Capital Resources in Item 7 of the Form 10-K. Changes in the Companies' cash and temporary cash investments resulting from operating, investing and financing activities for the three months ended March 31, 2010 and 2009 are summarized as follows:

| <i>(Millions of Dollars)</i> | Con Edison | | | CECONY | | |
|--------------------------------|------------|--------|----------|--------|--------|----------|
| | 2010 | 2009 | Variance | 2010 | 2009 | Variance |
| Operating activities | \$ 1 | \$ 645 | \$ (644) | \$ 22 | \$ 636 | \$ (614) |
| Investing activities | (460) | (526) | 66 | (441) | (397) | (44) |
| Financing activities | 286 | 458 | (172) | 317 | 326 | (9) |
| Net change | (173) | 577 | (750) | (102) | 565 | (667) |
| Balance at beginning of period | 260 | 74 | 186 | 131 | 37 | 94 |
| Balance at end of period | \$ 87 | \$ 651 | \$ (564) | \$ 29 | \$ 602 | \$ (573) |

Cash Flows from Operating Activities

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

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

Net cash flows from operating activities for the three months ended March 31, 2010 for Con Edison and CECONY were \$644 million and \$614 million lower, respectively, than in the 2009 period. The decreases in net cash flows reflect the January 2010 semi-annual payment of CECONY's New York City property taxes, without a comparable semi-annual payment in January 2009. The Company achieved a 1.5 percent reduction in its New York City property taxes for the fiscal year ending June 30, 2009 by prepaying the annual tax amount in July 2008.

Table of Contents

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

Cash Flows Used in Investing Activities

Net cash flows used in investing activities for Con Edison were \$66 million lower for the three months ended March 31, 2010 compared with the 2009 period. The decrease reflects primarily decreased construction expenditures in 2010. Net cash flows used in investing activities for CECONY were \$44 million higher in the 2010 period compared with the 2009 period reflecting primarily the repayment of loans by O&R to CECONY in the 2009 period, offset in part by decreased construction expenditures in the 2010 period. See Note S to the financial statements in Item 8 of the Form 10-K.

Cash Flows from Financing Activities

Net cash flows from financing activities for the three months ended March 31, 2010 for Con Edison and CECONY were \$172 million and \$9 million lower, respectively, than in the 2009 period.

In March 2009, CECONY issued \$275 million 5.55% 5-year debentures and \$475 million 6.65% 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 March 31, 2010 and March 31, 2009 and the average daily balances for three months ended, March 31, 2010 and 2009 for Con Edison and CECONY were as follows:

| <i>(Millions of Dollars, except Weighted Average Yield)</i> | 2010 | | 2009 | |
|---|-------------------------|-------------|-------------------------|-------------|
| | Outstanding at March 31 | YTD average | Outstanding at March 31 | YTD average |
| Con Edison | \$ 475 | \$ 297 | \$ 222 | \$ 366 |
| CECONY | \$ 475 | \$ 296 | \$ | \$ 225 |
| Weighted average yield | 0.3% | 0.3% | 0.6% | 0.6% |

Cash flows from financing activities for the three months ended March 31, 2010 and 2009 also reflect the issuance of Con Edison common shares through its dividend reinvestment and employee stock plans (2010: 647,731 shares for \$14 million, 2009: 532,533 shares for \$6 million). In addition, as a result of the stock plan issuances, cash used to pay common stock dividends was reduced by \$12 million in both periods.

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

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

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

| <i>(Millions of Dollars)</i> | Con Edison 2010 vs. 2009 Variance | CECONY 2010 vs. 2009 Variance |
|---|--|--|
| Assets | | |
| Accrued unbilled revenue | \$ (157) | \$ (128) |
| Deferred derivative losses - current | 161 | 138 |
| Gas in storage | (81) | (62) |
| Prepayments | 289 | 284 |
| Regulatory asset - unrecognized pension and other post-retirement benefit deferrals | (183) | (166) |
| Liabilities | | |
| Regulatory liability - Net unbilled revenue deferrals | (68) | (68) |
| Regulatory liability - Refundable energy costs | (52) | (42) |
| Fair value of derivative liabilities - current | 98 | 75 |
| Pension and retiree benefits | (195) | (186) |

Accrued Unbilled Revenues/Net Unbilled Revenues

The decrease in accrued unbilled revenues and the regulatory liability for net unbilled revenues reflects primarily the colder weather in December 2009 compared with March 2010.

Refundable Energy Costs

The decrease in refundable energy costs reflects primarily the timing of the recovery and changes in pricing of electric and gas commodity costs.

Deferred Derivative Losses/Fair Value of Derivative Liabilities - Current

The increase in deferred derivative losses-current and fair value of derivative liabilities-current reflects lower forward electric and gas commodity prices at March 31, 2010 compared to year-end 2009 and the maturity of certain contract positions in CECONY's hedging portfolios.

Natural Gas in Storage

The decrease in natural gas in storage is due primarily to the winter withdrawal period (November through March) and lower prices at March 31, 2010 compared with year-end 2009.

Prepayments

The increase in prepayments is due primarily to CECONY's January 2010 payment of its New York City semi-annual property taxes, offset by three months of amortization, while the December 2009 balance is fully amortized.

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

The decreases in the regulatory asset for unrecognized pension and other post-retirement benefit costs and the non-current liability for pension and retiree benefits reflects the final actuarial valuation of the underfunding of the pension and other retiree benefit plans as measured at December 31, 2009 in accordance with the accounting rules for pensions. The decrease in the non-current liability for pension and retiree benefits also reflects CECONY's first quarter 2010 contribution to the pension plan. See Notes B, E and F to the financial statements in Item 8 of the Form 10-K and Note E to the First Quarter Financial Statements.

Capital Requirements and Resources

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At March 31, 2010, there was no material change in the Companies' capital requirements and resources compared to those disclosed under Capital Requirements and Resources, Capital Requirements, and Capital Requirement and Resources, Capital Resources, in Item 1 of the Form 10-K, other than as described below.

Table of Contents

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

| | Earnings to Fixed Charges (Times) | | |
|------------|--|--|--|
| | For the Three Months Ended March 31, 2010 | For the Three Months Ended March 31, 2009 | For the Twelve Months Ended December 31, 2009 |
| Con Edison | 3.1 | 2.7 | 3.0 |
| CECONY | 3.7 | 3.3 | 3.1 |

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

| | Common Equity Ratio | |
|------------|--|------------------------------|
| | (Percent of total capitalization) | |
| | March 31, 2010 | December 31, 2009 |
| Con Edison | 50.7 | 50.5 |
| CECONY | 50.5 | 50.3 |

Contractual Obligations

At March 31, 2010, there were no material changes in the Companies' aggregate obligation to make payments pursuant to contracts compared to those discussed under "Capital Requirements and Resources - Contractual Obligations" in Item 1 of the Form 10-K.

Electric Power Requirements

At March 31, 2010, there were no material changes in the Companies' electric power requirements compared to those disclosed under "Electric Operations - Electric Supply" in Item 1 of the Form 10-K.

Regulatory Matters

At March 31, 2010, there were no material changes in the Companies' regulatory matters compared to those disclosed under "Utility Regulation" in Item 1 of the Form 10-K and "Rate Agreements" in Note B to the financial statements in Item 8 of the Form 10-K, other than as described in Note B to the First 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 March 31, 2010, there were no material changes in the Companies' financial and commodity market risks compared to those discussed under "Financial and Commodity Market Risks" in Item 7 of the Form 10-K, other than as described below and in Note J to the First Quarter Financial Statements.

Commodity Price Risk

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

Con Edison estimates that, as of March 31, 2010, a 10 percent decline in market prices would result in a decline in fair value of \$98 million for the derivative instruments used by the Utilities to hedge purchases of electricity and gas, of which \$77 million is for CECONY and \$21 million is for O&R. Con Edison expects that any such change in fair value would be largely offset by directionally opposite changes in the cost of the

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electricity and gas purchased. In accordance with provisions approved by state regulators, the Utilities generally recover from customers the costs they incur for energy purchased for their customers, including gains and losses on certain derivative instruments used to hedge energy purchased and related costs. See Recoverable Energy Costs in Note A to the financial statements in Item 8 of the Form 10-K.

Con Edison's competitive energy businesses use a value-at-risk (VaR) model to assess the market risk of their electricity and gas commodity fixed-price purchase and sales commitments, physical forward contracts and commodity derivative instruments. VaR represents the potential change in fair value of instruments or the portfolio due to changes in market

40

Table of Contents

factors, for a specified time period and confidence level. These businesses estimate VaR across their electricity and natural gas commodity businesses using a delta-normal variance/covariance model with a 95 percent confidence level. Since the VaR calculation involves complex methodologies and estimates and assumptions that are based on past experience, it is not necessarily indicative of future results. VaR for transactions associated with hedges on commodity contracts, assuming a one-day holding period, for the three months ended March 31, 2010 and the year ended December 31, 2009, was as follows:

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

Credit Risk

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

Environmental Matters

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

Impact of Inflation

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

Material Contingencies

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

Results of Operations

Results of operations reflect, among other things, the Companies' accounting policies (see "Application of Critical Accounting Policies" in Item 7 of the Form 10-K) and rate plans that cover the rates the Utilities can charge their customers (see "Utility Regulation" in Item 1 of the Form 10-K). Under the revenue decoupling mechanisms currently applicable to the Utilities' electric and gas businesses in New York, revenues will generally not be affected by changes in delivery volumes from levels assumed when rates were approved. Revenues for CECONY's

steam business and O&R's other utility businesses are affected by changes in delivery volumes resulting from weather, economic conditions and other factors. See Note B to the First Quarter Financial Statements.

The results of operations for the three months ended March 31, 2010, as compared with the 2009 period, reflect changes in the Utilities' rate plans. These rate plans include an increase in the allowed electric return on common equity for CECONY. The rate plans provide for additional revenues to cover expected increases, discussed below, in certain operations and

Table of Contents

maintenance expenses, depreciation and property taxes and interest charges. The results of operations include the operating results of the competitive energy businesses, including net mark-to-market effects.

The increases in operations and maintenance expenses reflect higher costs for pension and other post-retirement benefits, demand management programs and regulatory assessments in the 2010 period. Depreciation and property taxes were higher in the 2010 period reflecting primarily the impact from higher utility plant balances. Interest charges were higher in the 2010 period reflecting higher amounts of outstanding long-term debt. For additional information about major factors affecting earnings, see Results of Operations Summary, above.

In general, the Utilities recover on a current basis the fuel, gas purchased for resale and purchased power costs they incur in supplying energy to their full-service customers (see Recoverable Energy Costs in Note A and Regulatory Matters in Note B to the financial statements in Item 8 of the Form 10-K). Accordingly, such costs do not generally affect the Companies' results of operations. Management uses the term net revenues (operating revenues less such costs) to identify changes in operating revenues that may affect the Companies' results of operations. Management believes that, although net revenues may not be a measure determined in accordance with accounting principles generally accepted in the United States of 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 months ended March 31, 2010 and 2009 follows. For additional business segment financial information, see Note I to the First Quarter Financial Statements.

Table of Contents

Three Months Ended March 31, 2010 Compared with Three Months Ended March 31, 2009

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

| <i>(Millions of Dollars)</i> | CECONY | | O&R | | Competitive Energy Businesses and Other** | | Con Edison* | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|---------|
| | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | Increases (Decreases) | |
| | Amount | Percent | Amount | Percent | Amount | Percent | Amount | Percent |
| Operating revenues | \$ (52) | (1.9)% | \$ (1) | (0.4)% | \$ 92 | 22.9% | \$ 39 | 1.1% |
| Purchased power | (96) | (14.8) | 8 | 10.3 | 92 | 22.3 | 4 | 0.4 |
| Fuel | (85) | (36.2) | N/A | N/A | | | (85) | (36.2) |
| Gas purchased for resale | (134) | (31.3) | (21) | (32.3) | | | (155) | (31.1) |
| Operating revenues less purchased power, fuel and gas purchased for resale (net revenues) | 263 | 18.0 | 12 | 11.0 | | | 275 | 17.7 |
| Other operations and maintenance | 107 | 21.4 | 11 | 19.0 | 3 | 13.6 | 121 | 20.8 |
| Depreciation and amortization | 10 | 5.5 | 1 | 10.0 | 1 | Large | 12 | 6.3 |
| Taxes, other than income taxes | 67 | 19.5 | 1 | 8.3 | 1 | 33.3 | 69 | 19.2 |
| Operating income | 79 | 18.2 | (1) | (3.5) | (5) | (11.6) | 73 | 17.4 |
| Other income less deductions | 4 | Large | | | 2 | Large | 6 | Large |
| Net interest expense | 8 | 6.3 | (1) | (11.1) | (2) | (28.6) | 5 | 3.5 |
| Income from continuing operations, before taxes | 75 | 24.5 | | | (1) | (2.0) | 74 | 26.7 |
| Income tax expenses | 29 | 27.4 | (1) | (12.5) | | | 28 | 29.8 |
| Net income for common stock | \$ 46 | 23.4% | \$ 1 | 8.3% | \$ (1) | (3.4)% | \$ 46 | 25.6% |

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

** Includes inter-company and parent company accounting.

CECONY

| <i>(Millions of Dollars)</i> | Three Months Ended March 31, 2010 | | | | Three Months Ended March 31, 2009 | | | | 2009 Total | 2010-2009 Variation |
|--------------------------------|--------------------------------------|---------------|---------------|---------------|--------------------------------------|---------------|--------------|---------------|---------------|------------------------|
| | Electric | Gas | Steam | Total | Electric | Gas | Steam | Total | | |
| Operating revenues | \$ 1,728 | \$ 683 | \$ 307 | \$ 2,718 | \$ 1,658 | \$ 781 | \$ 331 | \$ 2,770 | \$ (52) | |
| Purchased power | 529 | | 23 | 552 | 628 | | 20 | 648 | (96) | |
| Fuel | 60 | | 90 | 150 | 95 | | 140 | 235 | (85) | |
| Gas purchased for resale | | 294 | | 294 | | 428 | | 428 | (134) | |
| Net revenues | 1,139 | 389 | 194 | 1,722 | 935 | 353 | 171 | 1,459 | 263 | |
| Operations and maintenance | 468 | 88 | 52 | 608 | 394 | 67 | 40 | 501 | 107 | |
| Depreciation and amortization | 151 | 25 | 15 | 191 | 142 | 24 | 15 | 181 | 10 | |
| Taxes, other than income taxes | 325 | 61 | 25 | 411 | 261 | 58 | 25 | 344 | 67 | |
| Operating income | \$ 195 | \$ 215 | \$ 102 | \$ 512 | \$ 138 | \$ 204 | \$ 91 | \$ 433 | \$ 79 | |

43

Table of Contents**Electric**

CECONY's results of electric operations for the three months ended March 31, 2010 compared with the 2009 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|----------------------------------|---------------------------|---------------------------|------------------|
| | March 31, 2010 | March 31, 2009 | |
| Operating revenues | \$ 1,728 | \$ 1,658 | \$ 70 |
| Purchased power | 529 | 628 | (99) |
| Fuel | 60 | 95 | (35) |
| Net revenues | 1,139 | 935 | 204 |
| Operations and maintenance | 468 | 394 | 74 |
| Depreciation and amortization | 151 | 142 | 9 |
| Taxes, other than income taxes | 325 | 261 | 64 |
| Electric operating income | \$ 195 | \$ 138 | \$ 57 |

CECONY's electric sales and deliveries, excluding off-system sales, for the three months ended March 31, 2010 compared with the 2009 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|---|-----------------------------------|---------------------------|------------------|------------------------------|-------------------------------|---------------------------|------------------|------------------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | March 31, 2010 | March 31, 2009 | | | March 31, 2010 | March 31, 2009 | | |
| Residential/Religious* | 2,671 | 2,720 | (49) | (1.8)% | \$ 633 | \$ 605 | \$ 28 | 4.6% |
| Commercial/Industrial | 2,994 | 3,218 | (224) | (7.0) | 554 | 596 | (42) | (7.0) |
| Retail access customers | 5,385 | 5,284 | 101 | 1.9 | 468 | 375 | 93 | 24.8 |
| NYP&A, Municipal Agency and other sales | 2,898 | 2,954 | (56) | (1.9) | 120 | 94 | 26 | 27.7 |
| Other operating revenues | | | | | (47) | (12) | (35) | Large |
| Total | 13,948 | 14,176 | (228) | (1.6)% | \$ 1,728 | \$ 1,658 | \$ 70 | 4.2% |

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

CECONY's electric operating revenues increased \$70 million for the three months ended March 31, 2010 compared with the 2009 period due primarily to CECONY's electric rate plans (\$180 million, which among other things, reflected a 10.0 percent return on common equity, effective April 2009, as compared with the 9.1 percent return previously reflected in rates) and an accrual for the revenue decoupling mechanism (\$12 million), offset in part by lower purchased power (\$99 million) and fuel costs (\$35 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 1.6 percent for the three months ended March 31, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, electric delivery volumes in CECONY's service area decreased 0.4 percent for the three months ended March 31, 2010 compared with the 2009 period, reflecting the impact of lower average normalized use per customer.

CECONY's electric purchased power costs decreased \$99 million for the three months ended March 31, 2010 compared with the 2009 period due to a decrease in unit costs (\$54 million) and purchased volumes (\$45 million). Electric fuel costs decreased \$35 million for

Table of Contents

the three months ended March 31, 2010 compared with the 2009 period due to lower unit costs (\$38 million), offset by higher send out volumes from the company's generating facilities (\$3 million).

CECONY's electric operating income increased \$57 million for the three months ended March 31, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$204 million, due primarily to the electric rate plan, including the collection of a surcharge for a New York State assessment and the recovery of higher pension expense), offset by higher operations and maintenance costs (\$74 million, due primarily to the surcharge for a New York State assessment (\$40 million), and higher pension expense (\$30 million)), taxes other than income taxes (\$64 million, principally property taxes) and depreciation (\$9 million). The increased operating expenses in the first quarter of 2010 resulting from two severe winter storms were deferred as a regulatory asset, and did not affect electric operating income. See Regulatory Assets and Liabilities in Note B to the First Quarter Financial Statements.

Gas

CECONY's results of gas operations for the three months ended March 31, 2010 compared with the 2009 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|--------------------|-------------------|--------------|
| | March 31, 2010 | March 31, 2009 | |
| Operating revenues | \$ 683 | \$ 781 | \$ (98) |
| Gas purchased for resale | 294 | 428 | (134) |
| Net revenues | 389 | 353 | 36 |
| Operations and maintenance | 88 | 67 | 21 |
| Depreciation and amortization | 25 | 24 | 1 |
| Taxes, other than income taxes | 61 | 58 | 3 |
| Gas operating income | \$ 215 | \$ 204 | \$ 11 |

CECONY's gas sales and deliveries, excluding off-system sales, for the three months ended March 31, 2010 compared with the 2009 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|-------------------|--------------|-------------------|----------------------|-------------------|----------------|-------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | March 31, 2010 | March 31, 2009 | | | March 31, 2010 | March 31, 2009 | | |
| Residential | 19,345 | 20,293 | (948) | (4.7)% | \$ 346 | \$ 395 | \$ (49) | (12.4)% |
| General | 11,482 | 12,757 | (1,275) | (10.0) | 163 | 203 | (40) | (19.7) |
| Firm transportation | 22,941 | 20,279 | 2,662 | 13.1 | 148 | 101 | 47 | 46.5 |
| Total firm sales and transportation | 53,768 | 53,329 | 439 | 0.8 | 657 | 699 | (42) | (6.0) |
| Interruptible sales | 3,167 | 3,219 | (52) | (1.6) | 30 | 44 | (14) | (31.8) |
| NYPA | 6,042 | 7,738 | (1,696) | (21.9) | 1 | 1 | - | - |
| Generation plants | 12,265 | 13,228 | (963) | (7.3) | 8 | 9 | (1) | (11.1) |
| Other | 7,814 | 5,674 | 2,140 | 37.7 | 22 | 13 | 9 | 69.2 |
| Other operating revenues | | | | | (35) | 15 | (50) | Large |
| Total | 83,056 | 83,188 | (132) | (0.2)% | \$ 683 | \$ 781 | \$ (98) | (12.5)% |

CECONY's gas operating revenues decreased \$98 million for the three months ended March 31, 2010 compared with the 2009 period due primarily to a decrease in gas purchased for resale costs (\$134 million), offset in part by the 2009 gas rate plan (\$27 million). CECONY's revenues from gas sales are subject to a weather normalization clause and a revenue decoupling mechanism, as a result of which, delivery revenues are generally not affected by changes in delivery volumes from levels assumed when rates were approved. Other gas operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's rate plans.

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CECONY's sales and transportation volumes for firm customers increased 0.8 percent for the three months ended March 31, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, firm gas sales and transportation volumes in the company's service area increased 4.4 percent in the three months ended March 31, 2010 as compared with the 2009 period,

Table of Contents

reflecting primarily new business and transfers of interruptible customers to firm service.

CECONY's purchased gas cost decreased by \$134 million for the three months ended March 31, 2010 compared with the 2009 period due to lower unit costs (\$123 million) and lower send out volumes (\$11 million).

CECONY's gas operating income increased \$11 million for the three months ended March 31, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$36 million), offset by higher operations and maintenance expense (\$21 million, due primarily to a surcharge for a New York State assessment (\$20 million)), and taxes other than income taxes (\$3 million).

Steam

CECONY's results of steam operations for the three months ended March 31, 2010 compared with the 2009 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|--------------------|----------------|--------------|
| | March 31, 2010 | March 31, 2009 | |
| Operating revenues | \$ 307 | \$ 331 | \$ (24) |
| Purchased power | 23 | 20 | 3 |
| Fuel | 90 | 140 | (50) |
| Net revenues | 194 | 171 | 23 |
| Operations and maintenance | 52 | 40 | 12 |
| Depreciation and amortization | 15 | 15 | |
| Taxes, other than income taxes | 25 | 25 | |
| Steam operating income | \$ 102 | \$ 91 | \$ 11 |

CECONY's steam sales and deliveries for the three months ended March 31, 2010 compared with the 2009 period were:

| Description | Millions of Pounds Delivered | | | | Revenues in Millions | | | |
|--------------------------|------------------------------|----------------|--------------|-------------------|----------------------|----------------|----------------|-------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | March 31, 2010 | March 31, 2009 | | | March 31, 2010 | March 31, 2009 | | |
| General | 61 | 348 | (287) | (82.5)% | \$ 10 | \$ 14 | \$ (4) | (28.6)% |
| Apartment house | 2,631 | 2,773 | (142) | (5.1) | 80 | 88 | (8) | (9.1) |
| Annual power | 6,523 | 6,584 | (61) | (0.9) | 218 | 224 | (6) | (2.7) |
| Other operating revenues | | | | | (1) | 5 | (6) | Large |
| Total | 9,215 | 9,705 | (490) | (5.0)% | \$ 307 | \$ 331 | \$ (24) | (7.3)% |

CECONY's steam operating revenues decreased \$24 million for the three months ended March 31, 2010 compared with the 2009 period due primarily to lower fuel costs (\$50 million), offset in part by the steam rate plan (\$23 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 5.0 percent for the three months ended March 31, 2010 compared with the 2009 period. After adjusting for variations, principally weather and billing days, steam sales and deliveries increased 0.1 percent in the three months ended March 31, 2010 as compared with the 2009 period.

CECONY's steam purchased power costs increased \$3 million for the three months ended March 31, 2010 compared with the 2009 period due to an increase in unit costs (\$1 million), and in purchased volumes (\$2 million). Steam fuel costs decreased \$50 million for the three months ended

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March 31, 2010 compared with the 2009 period due to lower sendout volumes (\$9 million) and unit costs (\$41 million).

Steam operating income increased \$11 million for the three months ended March 31, 2010 compared with the 2009 period. The increase reflects primarily higher net revenues (\$23 million), offset by higher operations and maintenance expense (\$12 million, due primarily to a surcharge for a New York State assessment (\$5 million) and higher administrative and general expenses (\$4 million)).

46

Table of Contents**O&R**

| <i>(Millions of Dollars)</i> | Three Months Ended | | | | | | |
|--------------------------------|--------------------------------------|--------------|---------------|----------------|--------------|---------------|------------------------|
| | Three Months Ended March 31, 2010 | | | March 31, 2009 | | | |
| | Electric | Gas | 2010 Total | Electric | Gas | 2009 Total | 2010-2009 Variation |
| Operating revenues | \$ 161 | \$ 90 | \$ 251 | \$ 146 | \$ 106 | \$ 252 | \$ (1) |
| Purchased power | 86 | | 86 | 78 | | 78 | 8 |
| Gas purchased for resale | | 44 | 44 | | 65 | 65 | (21) |
| Net revenues | 75 | 46 | 121 | 68 | 41 | 109 | 12 |
| Operations and maintenance | 53 | 16 | 69 | 45 | 13 | 58 | 11 |
| Depreciation and amortization | 8 | 3 | 11 | 7 | 3 | 10 | 1 |
| Taxes, other than income taxes | 9 | 4 | 13 | 9 | 3 | 12 | 1 |
| Operating income | \$ 5 | \$ 23 | \$ 28 | \$ 7 | \$ 22 | \$ 29 | \$ (1) |

O&R's results of electric operations for the three months ended March 31, 2010 compared with the 2009 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | |
|----------------------------------|--------------------|-------------------|---------------|
| | March 31, 2010 | March 31, 2009 | Variation |
| Operating revenues | \$ 161 | \$ 146 | \$ 15 |
| Purchased power | 86 | 78 | 8 |
| Net revenues | 75 | 68 | 7 |
| Operations and maintenance | 53 | 45 | 8 |
| Depreciation and amortization | 8 | 7 | 1 |
| Taxes, other than income taxes | 9 | 9 | - |
| Electric operating income | \$ 5 | \$ 7 | \$ (2) |

O&R's electric sales and deliveries, excluding off-system sales, for the three months ended March 31, 2010 compared with the 2009 period were:

| Description | Millions of kWhs Delivered | | | | Revenues in Millions | | | |
|--------------------------|----------------------------|-------------------|-------------|----------------------|-----------------------|-------------------|--------------|----------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | | Percent Variation |
| | March 31, 2010 | March 31, 2009 | | | March 31, 2010 | March 31, 2009 | Variation | |
| Residential/Religious* | 448 | 452 | (4) | (0.9)% | \$ 80 | \$ 66 | \$ 14 | 21.2% |
| Commercial/Industrial | 382 | 483 | (101) | (20.9) | 54 | 57 | (3) | (5.3) |
| Retail access customers | 507 | 434 | 73 | 16.9 | 26 | 19 | 7 | 36.8 |
| Public authorities | 27 | 27 | | | 3 | 3 | | |
| Other operating revenues | | | | | (2) | 1 | (3) | Large |
| Total | 1,364 | 1,396 | (32) | (2.3)% | \$ 161 | \$ 146 | \$ 15 | 10.3% |

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

O&R's electric operating revenues increased \$15 million for the three months ended March 31, 2010 compared with the 2009 period due primarily to increased recoverable purchased power costs (\$8 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 part of a decoupling mechanism, and as a result, they do

impact revenues. Other electric operating revenues generally reflect changes in regulatory assets and liabilities in accordance with the company's electric rate plan.

Table of Contents

Electric delivery volumes in O&R's service area decreased 2.3 percent for the three months ended March 31, 2010 compared with the 2009 period. After adjusting for weather variations, electric delivery volumes in O&R's service area decreased 0.7 percent for the three months ended March 31, 2010 compared with the 2009 period, reflecting the impact of lower average normalized use per customer.

Electric operating income decreased \$2 million for the three months ended March 31, 2010 compared with the 2009 period. The decrease reflects primarily higher operations and maintenance expense (\$8 million, due primarily to higher demand management program expenses (\$1 million), and a surcharge for a New York State assessment (\$3 million)), and depreciation (\$1 million), offset by higher net revenues (\$7 million). The increased operating expenses in the first quarter of 2010 resulting from two severe winter storms were deferred as a regulatory asset, and did not affect electric operating income. See "Regulatory Assets and Liabilities" in Note B to the First Quarter Financial Statements.

Gas

O&R's results of gas operations for the three months ended March 31, 2010 compared with the 2009 period is as follows:

| <i>(Millions of Dollars)</i> | Three Months Ended | | Variation |
|--------------------------------|--------------------|----------------|-------------|
| | March 31, 2010 | March 31, 2009 | |
| Operating revenues | \$ 90 | \$ 106 | \$ (16) |
| Gas purchased for resale | 44 | 65 | (21) |
| Net revenues | 46 | 41 | 5 |
| Operations and maintenance | 16 | 13 | 3 |
| Depreciation and amortization | 3 | 3 | |
| Taxes, other than income taxes | 4 | 3 | 1 |
| Gas operating income | \$ 23 | \$ 22 | \$ 1 |

O&R's gas sales and deliveries, excluding off-system sales, for the three months ended March 31, 2010 compared with the 2009 period were:

| Description | Thousands of dths Delivered | | | | Revenues in Millions | | | |
|--|-----------------------------|----------------|--------------|-------------------|----------------------|----------------|----------------|-------------------|
| | Three Months Ended | | Variation | Percent Variation | Three Months Ended | | Variation | Percent Variation |
| | March 31, 2010 | March 31, 2009 | | | March 31, 2010 | March 31, 2009 | | |
| Residential | 3,525 | 3,912 | (387) | (9.9)% | \$ 50 | \$ 66 | \$ (16) | (24.2)% |
| General | 710 | 868 | (158) | (18.2) | 9 | 14 | (5) | (35.7) |
| Firm transportation | 4,678 | 4,951 | (273) | (5.5) | 25 | 19 | 6 | 31.6 |
| Total firm sales and transportation | 8,913 | 9,731 | (818) | (8.4) | 84 | 99 | (15) | (15.2) |
| Interruptible sales | 1,411 | 1,391 | 20 | 1.4 | 6 | 6 | | |
| Generation plants | 140 | 38 | 102 | Large | | | | |
| Other | 369 | 467 | (98) | (21.0) | | | | |
| Other gas revenues | | | | | | 1 | (1) | Large |
| Total | 10,833 | 11,627 | (794) | (6.8)% | \$ 90 | \$ 106 | \$ (16) | (15.1)% |

O&R's gas operating revenues decreased \$16 million for the three months ended March 31, 2010 compared with the 2009 period due primarily to the decrease in gas purchased for resale in 2010 (\$21 million). O&R's New York gas delivery revenues are subject to a revenue decoupling mechanism, as a result of which, delivery revenues are generally not affected by changes in delivery volumes from levels assumed when rates were approved.

Sales and transportation volumes for firm customers decreased 8.4 percent for the three months ended March 31, 2010 compared with the 2009 period. After adjusting for weather and other variations, total firm sales and transportation volumes were the same in the three months ended March 31, 2010 compared with the 2009 period. O&R's New York revenues from gas sales are subject to a weather normalization clause that moderates, but does not eliminate, the effect of weather-related changes on net income.

Table of Contents

Gas operating income increased \$1 million for the three months ended March 31, 2010 compared with

the 2009 period. The increase reflects primarily higher net revenues (\$5 million), offset by higher operations and maintenance costs (\$3 million), and taxes other than income taxes (\$1 million).

Competitive Energy Businesses

The competitive energy businesses earnings decreased \$3 million for the three months ended March 31, 2010 compared with the 2009 period due primarily to higher mark-to-market losses in the 2010 period versus the 2009 period.

Operating revenues increased \$88 million for the three months ended March 31, 2010 compared with the 2009 period, due primarily to increased mark-to-market activity and electric retail revenues. Electric wholesale revenues decreased \$62 million for the three months ended March 31, 2010 as compared with the 2009 period, due to lower sales volumes (\$61 million) and unit prices (\$1 million). Electric retail revenues increased \$49 million, due to higher sales volume (\$78 million), offset by lower per unit prices (\$29 million). Electric retail revenues increased 17 percent for the three months ended March 31, 2010 as compared with the 2009 period, due to higher sales volumes, while gross margins increased significantly due primarily to the sale of higher margin contracts, lower costs and higher volumes. Net mark-to-market losses increased \$7 million for the three months ended March 31, 2010 as compared with the 2009 period due primarily to lower prices on electric and natural gas contracts, of which \$104 million in gains are reflected in revenues and \$111 million in losses are reflected in purchased power costs. Other revenues decreased \$3 million for the three months ended March 31, 2010 as compared with the 2009 period due primarily to lower sales of energy efficiency services.

Operating expenses increased \$93 million for the three months ended March 31, 2010 compared with the 2009 period, due primarily to increased purchased power cost (\$90 million), gas purchased for resale (\$1 million) and higher operations and maintenance costs (\$2 million).

Table of Contents

Item 3: Quantitative and Qualitative Disclosures about Market Risk

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

Item 4: Controls and Procedures

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

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

Item 4T: Controls and Procedures

The information required for CECONY pursuant to this Item 4T has been included in Item 4 (which information is incorporated herein by reference).

Table of Contents

Part II Other Information

Item 1: Legal Proceedings

CECONY

Superfund

In March 2010, the EPA added the Gowanus Canal to its National Priorities List of Superfund sites. For additional information, see Environmental Matters – CECONY – Superfund in Item 1 of the Form 10-K and Note G to the financial statements in Part I, Item 1 of this report (which information is incorporated herein by reference).

Permit Non-Compliance and Pollution Discharges

In March 2010, the DEC issued a revised proposed consent order with respect to CECONY’s steam generating facilities. In April 2010, CECONY entered into a consent order in connection with discharges at a property the company owns in the Astoria section of New York City. For additional information, see Permit Non-Compliance and Pollution Discharges in Note H to the financial statements in Item 8 of the Form 10-K and Note H to the financial statements in Part I, Item 1 of this report (which information is incorporated herein by reference).

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.

Table of Contents

Item 6: Exhibits

CON EDISON

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

CECONY

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

Table of Contents

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: May 6, 2010

By */s/* ROBERT HOGLUND
Robert Hoglund

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

53