

**Orange and Rockland Utilities, Inc.**  
**Third Quarter 2011 Financial Statements and Notes**

Financial Statements (Unaudited)

[Consolidated Income Statement](#)

[Consolidated Statement of Cash Flows](#)

[Consolidated Balance Sheet](#)

[Consolidated Statement of Comprehensive Income](#)

[Consolidated Statement of Common Shareholder's Equity](#)

[Notes to Financial Statements \(Unaudited\)](#)

**Orange and Rockland Utilities, Inc.**  
**CONSOLIDATED INCOME STATEMENT**  
**(Unaudited)**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Millions of Dollars)			
<b>OPERATING REVENUES</b>				
Electric	\$ 217	\$ 245	\$ 507	\$ 559
Gas	24	25	153	150
<b>TOTAL OPERATING REVENUES</b>	<b>241</b>	<b>270</b>	<b>660</b>	<b>709</b>
<b>OPERATING EXPENSES</b>				
Purchased power	95	122	218	280
Gas purchased for resale	9	10	62	68
Other operations and maintenance	71	67	212	200
Depreciation and amortization	12	11	36	33
Taxes, other than income taxes	16	12	41	37
<b>TOTAL OPERATING EXPENSES</b>	<b>203</b>	<b>222</b>	<b>569</b>	<b>618</b>
<b>OPERATING INCOME</b>	<b>38</b>	<b>48</b>	<b>91</b>	<b>91</b>
<b>OTHER INCOME (DEDUCTIONS)</b>				
Investment and other income	-	-	1	(2)
Allowance for equity funds used during construction	1	1	2	2
<b>TOTAL OTHER INCOME (DEDUCTIONS)</b>	<b>1</b>	<b>1</b>	<b>3</b>	<b>-</b>
<b>INCOME BEFORE INTEREST AND INCOME TAX EXPENSE</b>	<b>39</b>	<b>49</b>	<b>94</b>	<b>91</b>
<b>INTEREST EXPENSE</b>				
Interest on long-term debt	8	8	24	23
Other interest	(2)	2	3	3
Allowance for borrowed funds used during construction	-	(1)	(1)	(1)
<b>NET INTEREST EXPENSE</b>	<b>6</b>	<b>9</b>	<b>26</b>	<b>25</b>
<b>INCOME BEFORE INCOME TAX EXPENSE</b>	<b>33</b>	<b>40</b>	<b>68</b>	<b>66</b>
<b>INCOME TAX EXPENSE</b>	<b>13</b>	<b>15</b>	<b>24</b>	<b>24</b>
<b>NET INCOME</b>	<b>\$ 20</b>	<b>\$ 25</b>	<b>\$ 44</b>	<b>\$ 42</b>

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

**Orange and Rockland Utilities, Inc.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(Unaudited)**

	For the Nine Months Ended September 30,	
	2011	2010
	(Millions of Dollars)	
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 44	\$ 42
<b>PRINCIPAL NON-CASH CHARGES/(CREDITS) TO INCOME</b>		
Depreciation and amortization	36	33
Deferred income taxes	22	5
Other non-cash items (net)	2	17
<b>CHANGES IN ASSETS AND LIABILITIES</b>		
Accounts receivable - customers, less allowance for uncollectibles	9	(21)
Accounts receivable from affiliated companies	16	(20)
Materials and supplies, including gas in storage	(4)	(1)
Prepayments, other receivables and other current assets	8	14
Recoverable energy costs	12	7
Accounts payable	(8)	(5)
Accounts payable to affiliated companies	(21)	14
Pensions and retiree benefits	(3)	(4)
Accrued taxes	4	1
Accrued interest	4	4
Accrued wages	(6)	1
Deferred charges, deferred derivative losses, noncurrent assets and other regulatory assets	27	(62)
Deferred credits and other regulatory liabilities	(6)	4
Superfund and other environmental costs	(1)	32
Other liabilities	-	(7)
<b>NET CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>135</b>	<b>54</b>
<b>INVESTING ACTIVITIES</b>		
Utility construction expenditures	(74)	(84)
Increase in restricted cash	-	(1)
Cost of removal less salvage	(4)	(2)
<b>NET CASH FLOWS USED IN INVESTING ACTIVITIES</b>	<b>(78)</b>	<b>(87)</b>
<b>FINANCING ACTIVITIES</b>		
Net proceeds from short-term debt	-	14
Issuance of long-term debt	-	170
Retirement of long-term debt	(2)	(157)
Dividend to parent	(24)	(24)
<b>NET CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES</b>	<b>(26)</b>	<b>3</b>
<b>CASH AND TEMPORARY CASH INVESTMENTS:</b>		
<b>NET CHANGE FOR THE PERIOD</b>	<b>31</b>	<b>(30)</b>
<b>BALANCE AT BEGINNING OF PERIOD</b>	<b>38</b>	<b>52</b>
<b>BALANCE AT END OF PERIOD</b>	<b>\$ 69</b>	<b>\$ 22</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid/(refunded) during the period for:		
Interest	\$21	\$20
Income taxes	\$(12)	\$21

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

**Orange and Rockland Utilities, Inc.**  
**CONSOLIDATED BALANCE SHEET**  
**(Unaudited)**

	September 30, 2011	December 31, 2010
	(Millions of Dollars)	
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and temporary cash investments	\$ 69	\$ 38
Accounts receivable - customers, less allowance for uncollectible accounts of \$6 and \$5 in 2011 and 2010, respectively	62	71
Accrued unbilled revenue	26	46
Other receivables, less allowance for uncollectible accounts of \$1 in 2011 and 2010	11	11
Accounts receivable from affiliated companies	13	29
Gas in storage, at average cost	31	28
Materials and supplies, at average cost	10	9
Prepayments	32	17
Deferred derivative losses	20	39
Other current assets	12	28
<b>TOTAL CURRENT ASSETS</b>	<b>286</b>	<b>316</b>
<b>INVESTMENTS</b>	<b>9</b>	<b>10</b>
<b>UTILITY PLANT, AT ORIGINAL COST</b>		
Electric	1,206	1,117
Gas	515	499
General	172	165
Total	1,893	1,781
Less: Accumulated depreciation	519	494
Net	1,374	1,287
Construction work in progress	71	113
<b>NET UTILITY PLANT</b>	<b>1,445</b>	<b>1,400</b>
<b>DEFERRED CHARGES, REGULATORY ASSETS AND NONCURRENT ASSETS</b>		
Regulatory assets	538	585
Other deferred charges and noncurrent assets	18	26
<b>TOTAL DEFERRED CHARGES, REGULATORY ASSETS AND NONCURRENT ASSETS</b>	<b>556</b>	<b>611</b>
<b>TOTAL ASSETS</b>	<b>\$ 2,296</b>	<b>\$ 2,337</b>

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

**Orange and Rockland Utilities, Inc.**  
**CONSOLIDATED BALANCE SHEET**  
**(Unaudited)**

	September 30, 2011	December 31, 2010
	(Millions of Dollars)	
<b>LIABILITIES AND SHAREHOLDER'S EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Long-term debt due within one year	\$ 3	\$ 3
Accounts payable	82	88
Accounts payable to affiliated companies	13	34
Customer deposits	13	13
Accrued interest	13	9
Accrued wages	3	9
Fair value of derivative liabilities	17	22
Other current liabilities	63	65
<b>TOTAL CURRENT LIABILITIES</b>	<b>207</b>	<b>243</b>
<b>NONCURRENT LIABILITIES</b>		
Provision for injuries and damages	7	7
Pensions and retiree benefits	340	387
Superfund and other environmental costs	119	120
Fair value of derivative liabilities	12	24
Other noncurrent liabilities	3	3
<b>TOTAL NONCURRENT LIABILITIES</b>	<b>481</b>	<b>541</b>
<b>DEFERRED CREDITS AND REGULATORY LIABILITIES</b>		
Deferred income taxes and investment tax credits	329	308
Regulatory liabilities	115	105
Other deferred credits	4	3
<b>TOTAL DEFERRED CREDITS AND REGULATORY LIABILITIES</b>	<b>448</b>	<b>416</b>
<b>LONG-TERM DEBT</b>	<b>608</b>	<b>610</b>
<b>SHAREHOLDER'S EQUITY</b>		
Total common shareholder's equity (See Statement of Common Shareholder's Equity)	552	527
<b>TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY</b>	<b>\$ 2,296</b>	<b>\$ 2,337</b>

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

**Orange and Rockland Utilities, Inc.**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**(Unaudited)**

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2011	2010	2011	2010
	(Millions of Dollars)			
NET INCOME	\$ 20	\$ 25	\$ 44	\$ 42
OTHER COMPREHENSIVE INCOME, NET OF TAXES				
Pension plan liability adjustments, net of \$1 and \$4 taxes in 2011, \$1 and \$3 taxes in 2010, respectively	2	-	6	5
<b>TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAXES</b>	<b>2</b>	<b>-</b>	<b>6</b>	<b>5</b>
<b>COMPREHENSIVE INCOME</b>	<b>\$ 22</b>	<b>\$ 25</b>	<b>\$ 50</b>	<b>\$ 47</b>

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

**Orange and Rockland Utilities, Inc.**  
**CONSOLIDATED STATEMENT OF COMMON SHAREHOLDER'S EQUITY**  
**(Unaudited)**

(Millions of Dollars/Except Share Data)	Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total
BALANCE AS OF DECEMBER 31, 2009	1,000	\$ -	\$ 304	\$ 239	\$ (37)	\$ 506
Net income				13		13
Common stock dividend to parent				(8)		(8)
Other comprehensive income					3	3
BALANCE AS OF MARCH 31, 2010	1,000	\$ -	\$ 304	\$ 244	\$ (34)	\$ 514
Net income				4		4
Common stock dividend to parent				(8)		(8)
Other comprehensive income					2	2
BALANCE AS OF JUNE 30, 2010	1,000	\$ -	\$ 304	\$ 240	\$ (32)	\$ 512
Net income				25		25
Common stock dividend to parent				(8)		(8)
Other comprehensive income					-	-
BALANCE AS OF SEPTEMBER 30, 2010	1,000	\$ -	\$ 304	\$ 257	\$ (32)	\$ 529
BALANCE AS OF DECEMBER 31, 2010	1,000	\$ -	\$ 304	\$ 256	\$ (33)	\$ 527
Net income				19		19
Common stock dividend to parent				(8)		(8)
Other comprehensive income					3	3
BALANCE AS OF MARCH 31, 2011	1,000	\$ -	\$ 304	\$ 267	\$ (30)	\$ 541
Net income				4		4
Common stock dividend to parent				(8)		(8)
Other comprehensive income					1	1
BALANCE AS OF JUNE 30, 2011	1,000	\$ -	\$ 304	\$ 263	\$ (29)	\$ 538
Net income				20		20
Common stock dividend to parent				(8)		(8)
Other comprehensive income					2	2
BALANCE AS OF SEPTEMBER 30, 2011	1,000	\$ -	\$ 304	\$ 275	\$ (27)	\$ 552

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

## Notes to the Financial Statements (Unaudited)

### General

These notes accompany and form an integral part of the consolidated financial statements of Orange and Rockland Utilities, Inc., a New York corporation, and its subsidiaries (the Company or O&R). The Company is a regulated utility, the equity of which is owned entirely by Consolidated Edison, Inc. (Con Edison). O&R has two regulated utility subsidiaries: Rockland Electric Company (RECO) and Pike County Light & Power Company (Pike). For the nine months ended September 30, 2011 and 2010, operating revenues for RECO and Pike were 25.1 percent and 0.9 percent and 26.5 percent and 0.8 percent, respectively, of O&R's consolidated operating revenues. 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. RECO owns Rockland Electric Company Transition Funding LLC (Transition Funding), which was formed in 2004 in connection with the securitization of certain purchased power costs.

The Company is subject to regulation by the Federal Energy Regulatory Commission (FERC), the New York State Public Service Commission (NYSPSC), the New Jersey Board of Public Utilities (NJBPU) and the Pennsylvania Public Utility Commission (PAPUC) with respect to rates and accounting.

The interim consolidated financial statements as of September 30, 2011 and 2010 and for the three and nine month periods ended September 30, 2011 and 2010 (the Third Quarter Financial Statements) are unaudited but, in the opinion of the Company's management, reflect all adjustments (which include only normally recurring adjustments) necessary for a fair presentation of the results for the interim periods presented. The Third Quarter Financial Statements should be read together with the audited consolidated financial statements of the Company, as of December 31, 2010 and 2009 and for each of the three years in the period ended December 31, 2010, including the notes thereto. Certain prior period amounts have been reclassified to conform to the current period presentation.

The Company has, pursuant to the accounting rules for subsequent events, evaluated events or transactions that occurred after September 30, 2011 through the posting on its website (November 14, 2011) of the Third Quarter Financial Statements for potential recognition or disclosure in the Third Quarter Financial Statements.



## Notes to the Financial Statements (Unaudited) - Continued

### Note A – Regulatory Matters

#### Rate Agreements

##### Electric

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

- a weighted average cost of capital of 7.22 percent, reflecting:
  - a return on common equity of 9.2 percent, assuming achievement by the Company of \$825,000 of austerity measures;
  - cost of long-term debt of 5.50 percent; and
  - common equity ratio of 48 percent.
- continuation of a revenue decoupling mechanism;
- a provision for reconciliation of certain differences in actual average net utility plant to the amount reflected in rates (\$718 million) and continuation of rate provisions under which pension and other post-retirement benefit expenses, environmental remediation expenses, tax-exempt debt costs and certain other expenses are reconciled to amounts for those expenses reflected in rates;
- continuation of the rate provisions pursuant to which the Company recovers its purchased power costs from customers;
- discontinuation of the provisions under which property taxes were reconciled to amounts reflected in rates;
- discontinuation of the inclusion in rates of funding for the Company's annual incentive plan for non-officer management employees;
- continuation of provisions for potential operations penalties of up to \$3 million annually if certain customer service and system reliability performance targets are not met; and
- the Company is directed to produce a report detailing its implementation plans for the recommendations made in connection with a NYSPSC management audit of Con Edison's other utility subsidiary, Consolidated Edison Company of New York, Inc. (CECONY), with a forecast of costs to achieve and expected savings.

On July 29, 2011, O&R filed a request with the NYSPSC for an increase in the rates it charges for electric service rendered in New York, effective July 1, 2012, of \$17.7 million. The filing reflects a return on common equity of

## Notes to the Financial Statements (Unaudited) - Continued

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

### Other Regulatory Matters

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

### Regulatory Assets and Liabilities

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

(Millions of Dollars)	2011	2010
<b>Regulatory assets</b>		
Unrecognized pension and other postretirement costs	\$185	\$219
Environmental remediation costs	118	122
Future federal income tax	75	78
Transition bond charges	45	48
Pension and other postretirement benefits deferrals	42	49
Deferred storm costs	20	14
Deferred derivative losses – long-term	13	25
Property tax reconciliation	12	7
Surcharge for New York State assessment	12	9
Other	16	14
<b>Regulatory assets – long – term</b>	<b>538</b>	<b>585</b>
Deferred derivative losses - current	20	39
Recoverable energy costs - current	-	13
<b>Regulatory assets - current</b>	<b>20</b>	<b>52</b>
<b>Total Regulatory Assets</b>	<b>\$558</b>	<b>\$637</b>
<b>Regulatory liabilities</b>		
Allowance for cost of removal less salvage	\$75	\$72
Carrying charges on transmission and distribution net plant	27	23
Other	13	10
<b>Regulatory liabilities – long-term</b>	<b>115</b>	<b>105</b>
Refundable energy costs – current	25	26
Deferred derivative gains – current	1	1
<b>Regulatory liabilities – current</b>	<b>26</b>	<b>27</b>
<b>Total Regulatory Liabilities</b>	<b>\$141</b>	<b>\$132</b>

### Note B – Short-Term Borrowing

In October 2011, O&R entered into a Credit Agreement (Credit Agreement), under which banks are committed to provide loans and letters of credit on a revolving credit basis, and terminated its amended and restated credit agreement that was to expire in June 2012. Under the Credit Agreement, which expires in October 2016, there is a maximum of \$200 million available to O&R (subject to increase to \$250 million if the necessary regulatory approvals are requested and obtained). The Credit Agreement supports the Company's commercial paper program. The Company has not borrowed under the Credit Agreement.

## Notes to the Financial Statements (Unaudited) - Continued

The banks' commitments under the Credit Agreement are subject to certain conditions, including that there be no event of default. The commitments are not subject to maintenance of credit rating levels or the absence of a material adverse change. Upon a change of control of, or upon an event of default by the Company, the banks may terminate their commitments and declare any amounts owed by the company under the Credit Agreement immediately due and payable. Events of default include the exceeding at any time of a ratio of consolidated debt to consolidated total capital of 0.65 to 1 (at September 30, 2011 this ratio was 0.51 to 1 for O&R); having liens on its assets in an aggregate amount exceeding 5 percent of its consolidated total capital, subject to certain exceptions; and the failure by the Company, following any applicable notice period, to meet certain other customary covenants. Interest and fees charged for the revolving credit facilities and any loans made or letters of credit issued under the Credit Agreement reflect the Company's credit ratings.

At September 30, 2011 and December 31, 2010, O&R had no commercial paper outstanding under the Company's prior credit agreement. At September 30, 2011 and December 31, 2010, \$38 million and \$37 million of letters of credit, respectively, and no borrowings were outstanding for O&R under the prior credit agreement.

### Note C – Pension Benefits

#### Net Periodic Benefit Cost

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

(Millions of Dollars)	For the Three Months Ended September 30,	
	2011	2010
Service cost – including administrative expenses	\$3	\$3
Interest cost on projected benefit obligation	9	9
Expected return on plan assets	(9)	(8)
Amortization of net actuarial loss	7	6
Amortization of prior service costs	1	-
<b>NET PERIODIC BENEFIT COST</b>	<b>\$11</b>	<b>\$10</b>
Cost capitalized	(3)	(4)
Cost amortized	1	-
Cost charged to operating expenses	\$9	\$6

(Millions of Dollars)	For the Nine Months Ended September 30,	
	2011	2010
Service cost – including administrative expenses	\$9	\$9
Interest cost on projected benefit obligation	27	27
Expected return on plan assets	(27)	(26)
Amortization of net actuarial loss	21	18
Amortization of prior service costs	2	-
<b>NET PERIODIC BENEFIT COST</b>	<b>\$32</b>	<b>\$28</b>
Cost capitalized	(10)	(9)
Cost (deferred)/amortized	3	(3)
Cost charged to operating expenses	\$25	\$16

#### Expected Contributions

The Company is not required under funding regulations and laws to make any contributions to the pension plan during 2011. The Company's policy is to fund its accounting cost to the extent tax deductible. During the first nine

## Notes to the Financial Statements (Unaudited) - Continued

months of 2011, the Company contributed \$42 million to the pension plan. During the first nine months of 2010, the Company contributed \$37 million to the pension plan.

### Note D – Other Postretirement Benefits

#### Net Periodic Benefit Cost

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

(Millions of Dollars)	For the Three Months Ended September 30,	
	2011	2010
Service cost	\$1	\$1
Interest cost on accumulated other post-retirement benefit obligation	3	3
Expected return on plan assets	(2)	(3)
Amortization of net actuarial loss	2	2
Amortization of prior service costs	-	1
<b>NET PERIODIC BENEFIT COST</b>	<b>\$4</b>	<b>\$4</b>
Cost capitalized	(1)	(2)
Cost amortized	-	1
<b>Cost charged to operating expenses</b>	<b>\$3</b>	<b>\$3</b>

(Millions of Dollars)	For the Nine Months Ended September 30,	
	2011	2010
Service cost	\$3	\$3
Interest cost on accumulated other post-retirement benefit obligation	9	9
Expected return on plan assets	(6)	(9)
Amortization of net actuarial loss	6	6
Amortization of prior service costs	1	3
<b>NET PERIODIC BENEFIT COST</b>	<b>\$13</b>	<b>\$12</b>
Cost capitalized	(4)	(5)
Cost amortized	2	3
<b>Cost charged to operating expenses</b>	<b>\$11</b>	<b>\$10</b>

#### Expected Contributions

The Company expects to make a contribution of \$10 million to the other postretirement benefit plans in 2011. During the first nine months of 2011, the Company contributed \$5 million to the other postretirement benefit plans.

### Note E – 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 O&R and its predecessors and are present at sites and in facilities and equipment they currently or previously owned, including seven 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

## Notes to the Financial Statements (Unaudited) - Continued

at the time they occurred. The sites at which O&R has been asserted to have liability under these laws, including its 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 O&R is not managing the site investigation and remediation, the accrued liability represents an estimate of the amount O&R will need to pay to investigate and, where determinable, discharge its related obligations. For Superfund Sites (including the manufactured gas plant sites) for which O&R is managing the investigation and remediation, the accrued liability represents an estimate of the Company's share of undiscounted cost to investigate and remediate the sites. Remediation costs are estimated in light of the information available, applicable remediation standards, and experience with similar sites.

The accrued liabilities and regulatory assets related to Superfund Sites at September 30, 2011 and December 31, 2010 were as follows:

(Millions of Dollars)	2011	2010
Accrued Liabilities:		
Manufactured gas plant sites	\$117	\$119
Other Superfund Sites	1	1
Total	\$118	\$120
Regulatory Asset:		
Environmental remediation costs	\$118	\$122

The Superfund Sites have been investigated. However, for some of the sites, the extent and associated cost of the required remediation has not yet been determined. As information pertaining to the required remediation becomes available, the Company expects that additional liability may be accrued, the amount of which is not presently determinable but may be material. Under its current rate plans for provision of electric and gas service in New York, O&R is permitted to recover or defer as regulatory assets (for subsequent recovery through rates) certain site investigation and remediation costs. In February 2011, the NYSPSC initiated a proceeding to examine the existing mechanisms pursuant to which utilities recover such costs and possible alternatives.

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

(Millions of Dollars)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
Remediation costs incurred	\$0.1	\$0.7	\$2.0	\$2.4

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

In 2010, O&R 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

## Notes to the Financial Statements (Unaudited) - Continued

contaminants could range up to \$200 million. These estimates were based on assumptions regarding the extent of contamination and the type and extent of remediation that may be required. Actual experience may be materially different.

### Asbestos Proceedings

Suits have been brought in New York State and federal courts against O&R 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 O&R premises. The suits that have been resolved, which are many, have been resolved without any payment by O&R, or for amounts that were not, in the aggregate, material to the Company. The amounts specified in all the remaining suits total billions of dollars, but the Company believes that these amounts are greatly exaggerated, based on the disposition of previous claims.

In addition, certain current and former employees have claimed or are claiming workers' compensation benefits based on alleged disability from exposure to asbestos. The Company defers as regulatory assets (for subsequent recovery through rates) liabilities incurred for asbestos claims by employees and third-party contractors relating to its divested generating plants.

The Company's accrued liability for asbestos suits and workers' compensation proceedings (including those related to asbestos exposure) at September 30, 2011 and December 31, 2010 were as follows:

(Millions of Dollars)	2011	2010
Accrued liability – asbestos suits	\$0.3	\$0.3
Regulatory assets – asbestos suits	0.3	0.3
Accrued liability – workers' compensation	\$5.0	\$5.0
Regulatory assets – workers' compensation	0.3	0.4

### Note F – Financial Information by Business Segment

The financial data for the business segments are as follows:

(Millions of Dollars)	For the Three Months Ended September 30,							
	Operating revenues		Inter-segment revenues		Depreciation and amortization		Operating income	
	2011	2010	2011	2010	2011	2010	2011	2010
Electric	\$217	\$245	\$-	\$-	\$9	\$8	\$44	\$52
Gas	24	25	-	-	3	3	(6)	(4)
Total	\$241	\$270	\$-	\$-	\$12	\$11	\$38	\$48

  

(Millions of Dollars)	For the Nine Months Ended September 30,							
	Operating revenues		Inter-segment revenues		Depreciation and amortization		Operating income	
	2011	2010	2011	2010	2011	2010	2011	2010
Electric	\$507	\$559	\$-	\$-	\$26	\$24	\$69	\$71
Gas	153	150	-	-	10	9	22	20
Total	\$660	\$709	\$-	\$-	\$36	\$33	\$91	\$91

### Note G – 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

## Notes to the Financial Statements (Unaudited) - Continued

been designated as normal purchases or normal sales contracts. These contracts are not reported at fair value under the accounting rules.

### Energy Price Hedging

The Company hedges market price fluctuations associated with physical purchases of electricity by using electric and gas derivative instruments including futures, forwards, and options. The fair values of these hedges at September 30, 2011 and December 31, 2010 were as follows:

(Millions of Dollars)	September 30, 2011	December 31, 2010
Fair value of net derivative assets/ (liabilities) – gross	\$(18)	\$(48)
Impact of netting of cash collateral	-	15
Fair value of net derivative assets/ (liabilities) – net	\$(18)	\$(33) <sup>(a)</sup>

(a) Includes derivative liabilities of \$3 million with Con Edison's competitive energy businesses at December 31, 2010. See Note I.

O&R and Con Edison's other utility subsidiary, CECONY, (together with O&R, the Utilities) have combined their gas requirements, and contracts to meet those requirements, into a single portfolio. The combined portfolio is administered by, and related management services (including hedging market price fluctuations associated with the physical purchase of gas) are provided by, CECONY (for itself and as agent for O&R) and costs (net of the effect of the related hedging transactions) are allocated between the Utilities in accordance with provisions approved by the NYSPSC. See Note I.

### Credit Exposure

The Company is exposed to credit risk related to transactions entered into primarily for the various electric supply and hedging activities. The Company uses 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.

The Company had \$3 million of credit exposure in connection with electricity supply and hedging activities, net of collateral, at September 30, 2011. The Company's net credit exposure was primarily with investment-grade counterparties.

### Economic Hedges

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

The fair values of the Company's commodity derivatives at September 30, 2011 and December 31, 2010 were:

## Notes to the Financial Statements (Unaudited) - Continued

Fair Value of Commodity Derivatives <sup>(a)</sup>			
(Millions of Dollars)	Balance Sheet Location	September 30, 2011	December 31, 2010
<b>Derivative Assets</b>			
Current	Other current assets	\$1	\$1
Long-term	Other deferred charges and non-current assets	3	3
Total derivative assets		\$4	\$4
Impact of netting		(2)	(1)
Net derivative assets		\$2	\$3
<b>Derivative Liabilities</b>			
Current	Fair value of derivative liabilities	\$17	\$37
Long-term	Fair value of derivative liabilities	5	15
Total derivative liabilities		\$22	\$52
Impact of netting		(2)	(16)
Net derivative liabilities		\$20	\$36 <sup>(b)</sup>

(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 derivative and hedging and, therefore, are excluded from the table.

(b) Includes derivative liabilities of \$3 million with Con Edison's competitive energy businesses at December 31, 2010. See Note I.

The Company generally recovers all of its prudently incurred purchased power and gas costs, including hedging gains and losses, in accordance with rate provisions approved by the applicable state utility commissions. In accordance with the accounting rules for regulated operations, the Company records a regulatory asset or liability to defer recognition of unrealized gains and losses on its commodity derivatives. As gains and losses are realized in future periods, they will be recognized as purchased power and gas purchased for resale costs in the Company's consolidated income statement.

The following table presents the changes in the fair values of commodity derivatives that have been deferred for the three and nine months ended September 30, 2011 and 2010:

Realized and Unrealized gains/(Losses) on Commodity Derivatives <sup>(a)</sup>			
(Millions of Dollars)	Balance Sheet Location	Deferred for the Three Months Ended September 30, 2011	Deferred for the Three Months Ended September 30, 2010
Pre-tax gains/(losses) deferred in accordance with the accounting rules for regulated operations:			
Current	Deferred derivative gains	\$(1)	\$-
Total deferred (losses)		\$(1)	\$-
Current	Deferred derivative losses	\$4	\$(6)
Current	Recoverable energy costs <sup>(b)</sup>	(22)	(19)
Long-term	Regulatory assets	4	(3)
Total deferred losses		\$(14)	\$(28)
Net deferred losses		\$(15)	\$(28)

(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) Includes payment of \$10 million to Con Edison's competitive energy businesses for the three months ended September 30, 2010. See Note I.



## Notes to the Financial Statements (Unaudited) - Continued

Realized and Unrealized gains/(Losses) on Commodity Derivatives <sup>(a)</sup>			
(Millions of Dollars)	Balance Sheet Location	Deferred for the Nine Months Ended September 30, 2011	Deferred for the Nine Months Ended September 30, 2010
Pre-tax gains/(losses) deferred in accordance with the accounting rules for regulated operations:			
Current	Deferred derivative losses	\$19	\$(13)
Current	Recoverable energy costs <sup>(b)</sup>	(54)	(60)
Long term	Regulatory assets	11	(8)
Total deferred losses		\$(24)	\$(81)

- (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) Includes payments of \$11 million and \$26 million to Con Edison's competitive energy businesses for the nine month ended September 30, 2011 and 2010, respectively. See Note I.

As of September 30, 2011, the Company had 86 electric or gas derivative contracts hedging electric energy or capacity market prices, 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:

Number of Energy Contracts <sup>(a)</sup>	Electric Derivatives		Gas Derivatives		Total Number Of Contracts <sup>(a)</sup>
	MWHs <sup>(b)</sup>	Number of Capacity Contracts <sup>(a)</sup>	MWs <sup>(b)</sup>	Number of Contracts <sup>(a)</sup>	
8	2,115,694	1	911	77	5,300,000

- (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 derivative and hedging and, therefore, are excluded from the table.
- (b) Volumes are reported net of long and short positions.

The collateral requirements associated with, and settlement of, derivative transactions are included in net cash flows from operating activities in the Company's consolidated statement of cash flows. Most derivative instrument contracts contain provisions that may require the Company to provide collateral on derivative instruments in net liability positions. The Utilities enter into separate derivative instruments for electric energy or capacity, and CECONY enters into derivative instruments in connection with the Utilities' joint gas supply arrangements (See Note I). The amount of collateral to be provided will depend on the fair value of the derivative instruments and the Utilities' credit ratings.

The aggregate fair value of all derivative instruments with credit-risk-related contingent features that are in a net liability position, and collateral posted at September 30, 2011, and the additional collateral that would have been required to be posted had the lowest applicable credit rating been reduced one level and to below investment grade were:

(Millions of Dollars)	
Aggregate fair value – net liabilities <sup>(a)</sup>	\$20
Collateral posted <sup>(b)</sup>	\$5
Additional collateral <sup>(c)</sup> (downgrade one level from current rating <sup>(d)</sup> )	\$2
Additional collateral <sup>(c)</sup> (downgrade to below investment grade from current rating <sup>(d)</sup> )	\$20 <sup>(e)</sup>

- (a) Non-derivative transactions for the purchase and sale of electricity 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. For certain other such non-derivative transactions, the Company could be required to post collateral under certain circumstances, including in the event counterparties had reasonable grounds for insecurity.

## Notes to the Financial Statements (Unaudited) - Continued

- (b) Across the Utilities' energy derivative positions, credit limits for the same counterparties are generally integrated. At September 30, 2011, the Utilities posted combined collateral of \$34 million, including the collateral posted that is estimated to be attributable to O&R shown above.
- (c) The additional collateral amounts shown above are based upon the estimated O&R allocation of the Utilities' collateral requirements. The Utilities 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 liability 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 Utilities have a legally enforceable right of setoff.
- (d) The current long-term ratings of O&R are Baa1/A-/A- by Moody's, S&P, and Fitch, respectively. Credit ratings assigned by rating agencies are expressions of opinions that are subject to revision or withdrawal at any time by the assigning rating agency.
- (e) Derivative instruments that are net assets have been excluded from the table. At September 30, 2011, if O&R had been downgraded to below investment grade, it would have been required to post additional collateral for such derivative instruments of not more than \$1 million.

### Interest Rate Swaps

O&R has an interest rate swap pursuant to which it pays a fixed-rate of 6.09 percent and receives a LIBOR-based variable rate. The fair value of this interest rate swap at September 30, 2011 was an unrealized loss of \$9 million, which has been included in the Company's consolidated balance sheet as a noncurrent liability/fair value of derivative liabilities and a regulatory asset. The increase in the fair value of the swap for the three and nine months ended September 30, 2011 was not material. In the event O&R's credit rating was downgraded to BBB- or lower by S&P or Baa3 or lower by Moody's, the swap counterparty could elect to terminate the agreement and, if it did so, the parties would then be required to settle the transaction.

### Note H – Fair Value Measurements

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

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

- Level 1 – Consists of assets or liabilities whose value is based on unadjusted quoted prices in active markets at the measurement date. An active market is one in which transactions for assets or liabilities occur with sufficient frequency and volume to provide pricing information on an ongoing basis. This

## Notes to the Financial Statements (Unaudited) - Continued

category includes contracts traded on active exchange markets valued using unadjusted prices quoted directly from the exchange.

- Level 2 – Consists of assets or liabilities valued using industry standard models and based on prices, other than quoted prices within Level 1, that are either directly or indirectly observable as of the measurement date. The industry standard models consider observable assumptions including time value, volatility factors, and current market and contractual prices for the underlying commodities, in addition to other economic measures. This category includes contracts traded on active exchanges or in over-the-counter markets priced with industry standard models.
- Level 3 – Consists of assets or liabilities whose fair value is estimated based on internally developed models or methodologies using inputs that are generally less readily observable and supported by little, if any, market activity at the measurement date. Unobservable inputs are developed based on the best available information and subject to cost benefit constraints. This category includes contracts priced using models that are internally developed and contracts placed in illiquid markets. It also includes contracts that expire after the period of time for which quoted prices are available and internal models are used to determine a significant portion of the value.

The valuation technique used by the Company 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 Company with regard to the interest rate contract that falls into Level 3 is the income approach which uses valuation techniques to convert future income stream amounts to a single amount in present value terms.

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

(Millions of Dollars)	Level 1	Level 2	Level 3	Netting Adjustments <sup>(4)</sup>	Total
Derivative assets:					
Commodity <sup>(1)</sup>	\$-	\$1	\$2	\$(1)	\$2
Other assets <sup>(3)</sup>	-	-	9	-	9
<b>Total</b>	<b>\$-</b>	<b>\$1</b>	<b>\$11</b>	<b>\$(1)</b>	<b>\$11</b>
Derivative liabilities:					
Commodity	\$-	\$2	\$19	\$(1)	\$20 <sup>(4)</sup>
Transfer in <sup>(5)(6)</sup>	-	15	-	-	15
Transfer out <sup>(5)(6)</sup>	-	-	(15)	-	(15)
Commodity <sup>(1)</sup>	\$-	\$17	\$4	\$(1)	\$20
Interest rate contract <sup>(2)</sup>	-	-	9	-	9
<b>Total</b>	<b>\$-</b>	<b>\$17</b>	<b>\$13</b>	<b>\$(1)</b>	<b>\$29</b>

- (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 G.
- (2) See Note G.
- (3) Other assets are comprised of assets such as life insurance contracts within the Supplemental Employee Retirement Plan, held in a rabbi trust.
- (4) Amounts represent the impact of legally-enforceable master netting agreements that allow the Company to net gain and loss positions and cash collateral held or placed with the same counterparties.
- (5) The Company's policy is to recognize transfers into and transfers out of the levels at the end of the reporting period.

## Notes to the Financial Statements (Unaudited) - Continued

- (6) Transferred from Level 3 to Level 2 because of availability of observable market data due to decrease in the terms of certain contracts from beyond one year as of December 31, 2010 to less than one year as of September 30, 2011.

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

(Millions of Dollars)	Level 1	Level 2	Level 3	Netting Adjustments <sup>(4)</sup>	Total
Derivative assets:					
Commodity <sup>(1)</sup>	\$-	\$2	\$2	\$(1)	\$3
Other assets <sup>(3)</sup>	1	-	9	-	10
<b>Total</b>	<b>\$1</b>	<b>\$2</b>	<b>\$11</b>	<b>\$(1)</b>	<b>\$13</b>
Derivative liabilities:					
Commodity <sup>(1)</sup>	\$-	\$-	\$51 <sup>(5)</sup>	\$(15)	\$36 <sup>(4)</sup>
Interest rate contract <sup>(2)</sup>	-	-	10	-	10
<b>Total</b>	<b>\$-</b>	<b>\$-</b>	<b>\$61</b>	<b>\$(15)</b>	<b>\$46</b>

(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 respective contract as Level 3. See Note G.

(2) See Note G.

(3) Other assets are comprised of assets such as life insurance contracts within the Supplemental Employee Retirement Plan, held in a rabbi trust.

(4) Amounts represent the impact of legally-enforceable master netting agreements that allow the Company to net gain and loss positions and cash collateral held or placed with the same counterparties.

(5) Includes derivative liabilities of \$3 million with Con Edison's competitive energy businesses.

The table listed below provides a reconciliation of the beginning and ending net balances for assets and liabilities measured at fair value for the three and nine months ended September 30, 2011 and classified as Level 3 in the fair value hierarchy below.

For the Three Months Ended September 30, 2011

(Millions of Dollars)	Beginning Balance as of July 1, 2011	Included in Earnings	Included in Regulatory Assets and Liabilities	Total Gains/(Losses) – Realized and Unrealized				Transfer In /Out of Level 3	Ending Balance as of September 30, 2011
				Purchases	Issuances	Sales	Settlements		
Derivatives:									
Commodity	\$(25)	\$(6)	\$8	\$-	\$-	\$-	\$6	\$15	\$(2)
Interest rate contract	(10)	(1)	1	-	-	-	1	-	(9)
Other assets	10	-	(1)	-	-	-	-	-	9
<b>Total</b>	<b>\$(25)</b>	<b>\$(7)</b>	<b>\$8</b>	<b>\$-</b>	<b>\$-</b>	<b>\$-</b>	<b>\$7</b>	<b>\$15</b>	<b>\$(2)</b>

For the Nine Months Ended September 30, 2011

(Millions of Dollars)	Beginning Balance as of January 1, 2011	Included in Earnings	Included in Regulatory Assets and Liabilities	Total Gains/(Losses) – Realized and Unrealized				Transfers In/Out of Level 3	Ending Balance as of September 30, 2011
				Purchases	Issuances	Sales	Settlements		
Derivatives:									
Commodity	\$(49)	\$(30)	\$32	\$-	\$-	\$-	\$30	\$15	\$(2)
Interest rate contract	(10)	(3)	1	-	-	-	3	-	(9)
Other assets	9	-	-	-	-	-	-	-	9
<b>Total</b>	<b>\$(50)</b>	<b>\$(33)</b>	<b>\$33</b>	<b>\$-</b>	<b>\$-</b>	<b>\$-</b>	<b>\$33</b>	<b>\$15</b>	<b>\$(2)</b>

## Notes to the Financial Statements (Unaudited) - Continued

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

For the Three Months Ended September 30, 2010

(Millions of Dollars)	Total Gains/(Losses) – Realized and Unrealized								Ending Balance as of September 30, 2010
	Beginning Balance as of July 1, 2010	Included in Earnings	Included in Regulatory Assets and Liabilities	Purchases	Issuances	Sales	Settlements	Transfer In/Out of Level 3	
Derivatives:									
Commodity	\$(65) <sup>(2)</sup>	\$(18)	\$(9)	\$-	\$-	\$-	\$18	\$-	\$(74) <sup>(1)</sup>
Interest rate contract	(12)	-	-	-	-	-	-	-	(12)
Other assets	9	-	-	-	-	-	-	-	9
<b>Total</b>	<b>\$(68)</b>	<b>\$(18)</b>	<b>\$(9)</b>	<b>\$-</b>	<b>\$-</b>	<b>\$-</b>	<b>\$18</b>	<b>\$-</b>	<b>\$(77)</b>

(1) Includes derivative liabilities of \$6 million with Con Edison's competitive energy businesses. See Note I.

(2) Includes derivative liabilities of \$7 million with Con Edison's competitive energy businesses.

For the Nine Months Ended September 30, 2010

(Millions of Dollars)	Total Gains/(Losses) – Realized and Unrealized								Ending Balance as of September 30, 2010
	Beginning Balance as of January 1, 2010	Included in Earnings	Included in Regulatory Assets and Liabilities	Purchases	Issuances	Sales	Settlements	Transfer In/Out of Level 3	
Derivatives:									
Commodity	\$(55) <sup>(2)</sup>	\$(54)	\$(19)	\$-	\$-	\$-	\$54	\$-	\$(74) <sup>(1)</sup>
Interest rate contract	(11)	(2)	(1)	-	-	-	2	-	(12)
Other assets	9	-	-	-	-	-	-	-	9
<b>Total</b>	<b>\$(57)</b>	<b>\$(56)</b>	<b>\$(20)</b>	<b>\$-</b>	<b>\$-</b>	<b>\$-</b>	<b>\$56</b>	<b>\$-</b>	<b>\$(77)</b>

(1) Includes derivative liabilities of \$6 million with Con Edison's competitive energy businesses. See Note I.

(2) Includes derivative liabilities of \$9 million with Con Edison's competitive energy businesses.

Realized gains and losses on Level 3 commodity derivative assets and liabilities are reported as part of purchased power costs. The Company generally recovers these costs in accordance with rate provisions approved by the applicable state public utilities commissions. Unrealized gains and losses for commodity derivatives are generally deferred on the consolidated balance sheet in accordance with the accounting rules for regulated operations.

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

## Notes to the Financial Statements (Unaudited) - Continued

### Note I – Related Party Transactions

The Company provides and receives administrative and other services to and from Con Edison and its subsidiaries pursuant to cost allocation procedures developed in accordance with rules approved by the NYSPSC and/or other regulatory authorities, as applicable. The services received include substantial administrative support operations, such as corporate secretarial and associated ministerial duties, accounting, treasury, investor relations, information resources, legal, human resources, fuel supply, and energy management services. The costs of administrative and other services provided by the Company, and received from Con Edison and its other subsidiaries for the three and nine months ended September 30, 2011 and 2010 were as follows:

(Millions of Dollars)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2011	2010	2011	2010
Cost of services provided	\$5	\$4	\$15	\$13
Cost of services received	\$11	\$9	\$30	\$30

In addition, CECONY and O&R have joint gas supply arrangements, in connection with which O&R purchased from CECONY \$21 million and \$23 million of natural gas for the three months ended September 30, 2011 and 2010, respectively. These amounts are net of the effect of related hedging transactions. At September 30, 2011 and December 31, 2010, O&R's net payable to CECONY associated with these gas purchases was \$6 million and \$11 million, respectively.

RECO purchased from Consolidated Edison Energy, Inc. \$0 and \$10 million of electricity for the three months ended September 30, 2011 and 2010, respectively, and \$11 million and \$26 million of electricity for the nine months ended September 30, 2011 and 2010, respectively, pursuant to energy auctions.

At September 30, 2011 and December 31, 2010, the Company's receivable from Con Edison for income taxes was \$7 million and \$27 million, respectively.

FERC has authorized CECONY through 2011 to lend funds to O&R from time to time, for periods of not more than 12 months, in amounts not to exceed \$250 million outstanding at any time, at prevailing market rates. At September 30, 2011 and 2010, there were no loans outstanding for O&R.

### Note J – New Financial Accounting Standards

In May 2011, the Financial Accounting Standards Board (FASB) issued amendments to the guidance for fair value measurement through Accounting Standards Update (ASU) No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The amendments expand Accounting Standard Codification 820's existing disclosure requirements for fair value measurements and makes other amendments. Many of these amendments were made to eliminate unnecessary wording differences between U.S. generally accepted accounting principles and International Financial Reporting Standards. For nonpublic entities, the amendments are effective prospectively for annual periods beginning after December 15, 2011. Early application is permitted, but no earlier than for interim periods

## Notes to the Financial Statements (Unaudited) - Continued

beginning after December 15, 2011. The application of this guidance is not expected to have a material impact on the Company's financial position, results of operations or liquidity.

In June 2011, the FASB issued new guidance for presentation of comprehensive income through ASU No. 2011-05, "Comprehensive Income (Topic 220): Presentation of Comprehensive Income." The amendments require that the comprehensive income be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. The amendments in this update are applicable retrospectively for nonpublic entities for fiscal years ending after December 15, 2012, and interim and annual periods thereafter. Early adoption is permitted. The application of this guidance does not have a material impact on the Company's financial position, results of operations or liquidity.

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

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