

Con Edison, Inc.

November 11 – 13, 2014

2014 EEI Finance Conference





Forward-Looking Statements

This presentation includes certain forward-looking statements intended to qualify for safe-harbor provisions of the Federal securities laws. 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 might differ materially from those included in the forward-looking statements because of various factors including, but not limited to, those discussed in reports the company has filed with the Securities and Exchange Commission.

Non-GAAP Financial Measure

This presentation contains a financial measure, earnings from ongoing operations, not determined in accordance with Generally Accepted Accounting Principles (GAAP). Earnings from ongoing operations should not be considered as an alternative to net income. Management uses this non-GAAP measure to facilitate the analysis of the company's ongoing performance and believes that this non-GAAP measure also is useful and meaningful to investors. A reconciliation of this non-GAAP measure to earnings determined in accordance with GAAP is included in the appendix of this presentation.

For more information, contact: Jan Childress, Director, Investor Relations

Tel.: 212-460-6611 Email: childressj@coned.com

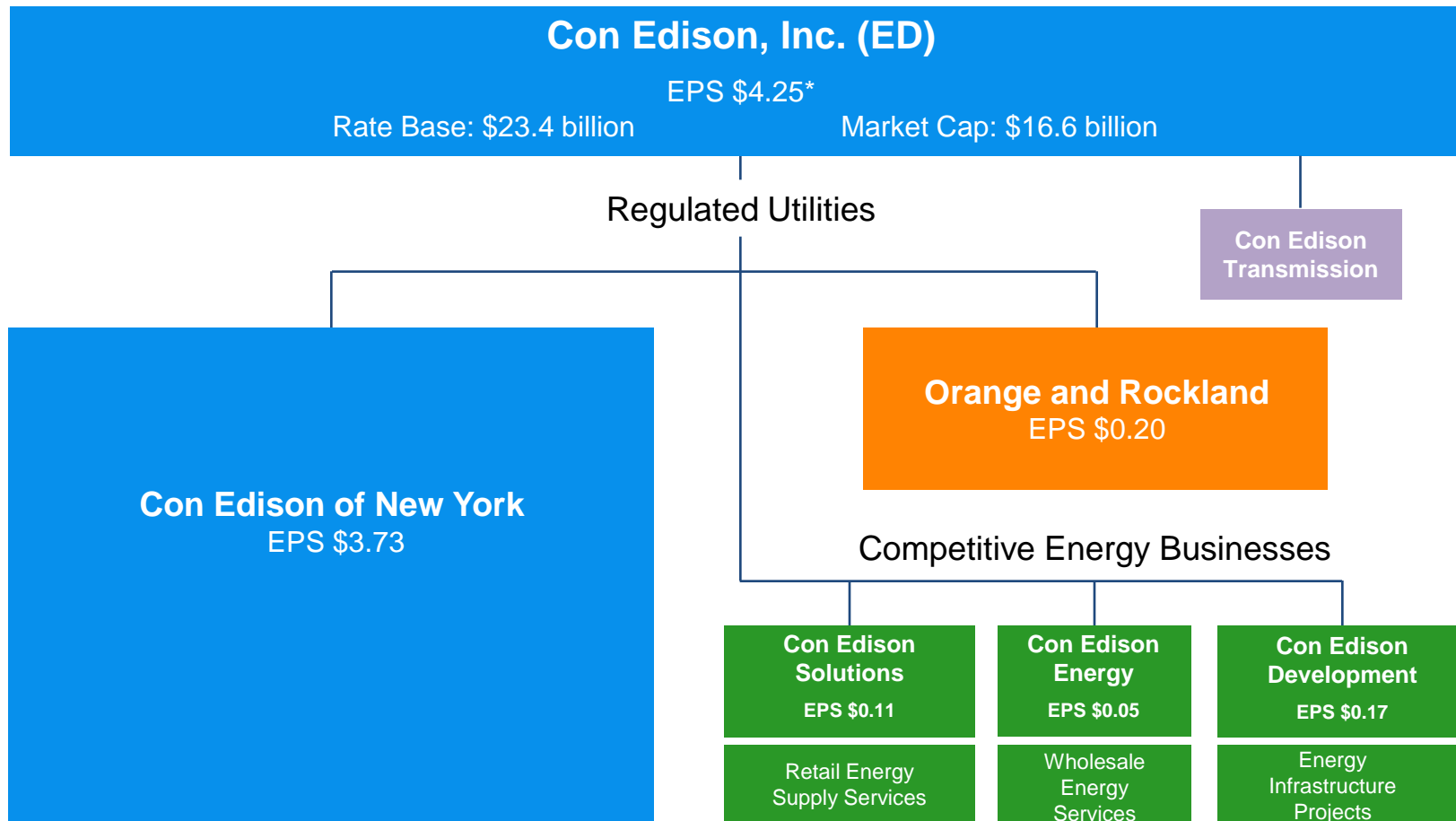
Jennifer L. Stahmer, Manager, Investor Relations

Tel.: 212-460-3431 Email: stahmerj@coned.com

www.conEdison.com

Regulated Transmission and Distribution Focused

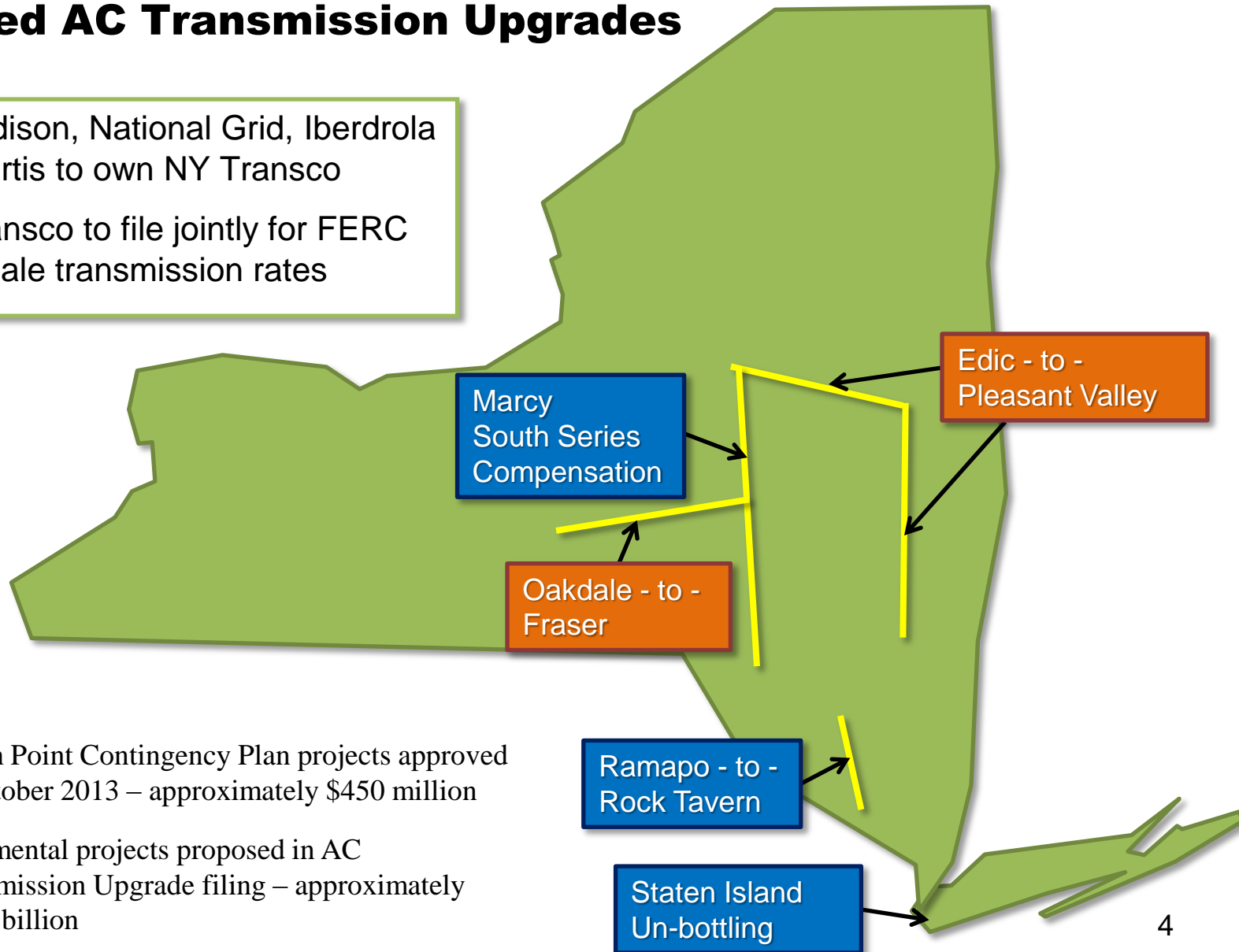
(EPS – Twelve Months Ended September 30, 2014)



*Earnings include after-tax gain on sale of solar projects of \$0.09, after-tax net mark-to-market gain of \$0.14, and a LIFO income of \$0.02.

NY Transco Projects for Indian Point Contingency and Proposed AC Transmission Upgrades

- Con Edison, National Grid, Iberdrola and Fortis to own NY Transco
- NY Transco to file jointly for FERC wholesale transmission rates

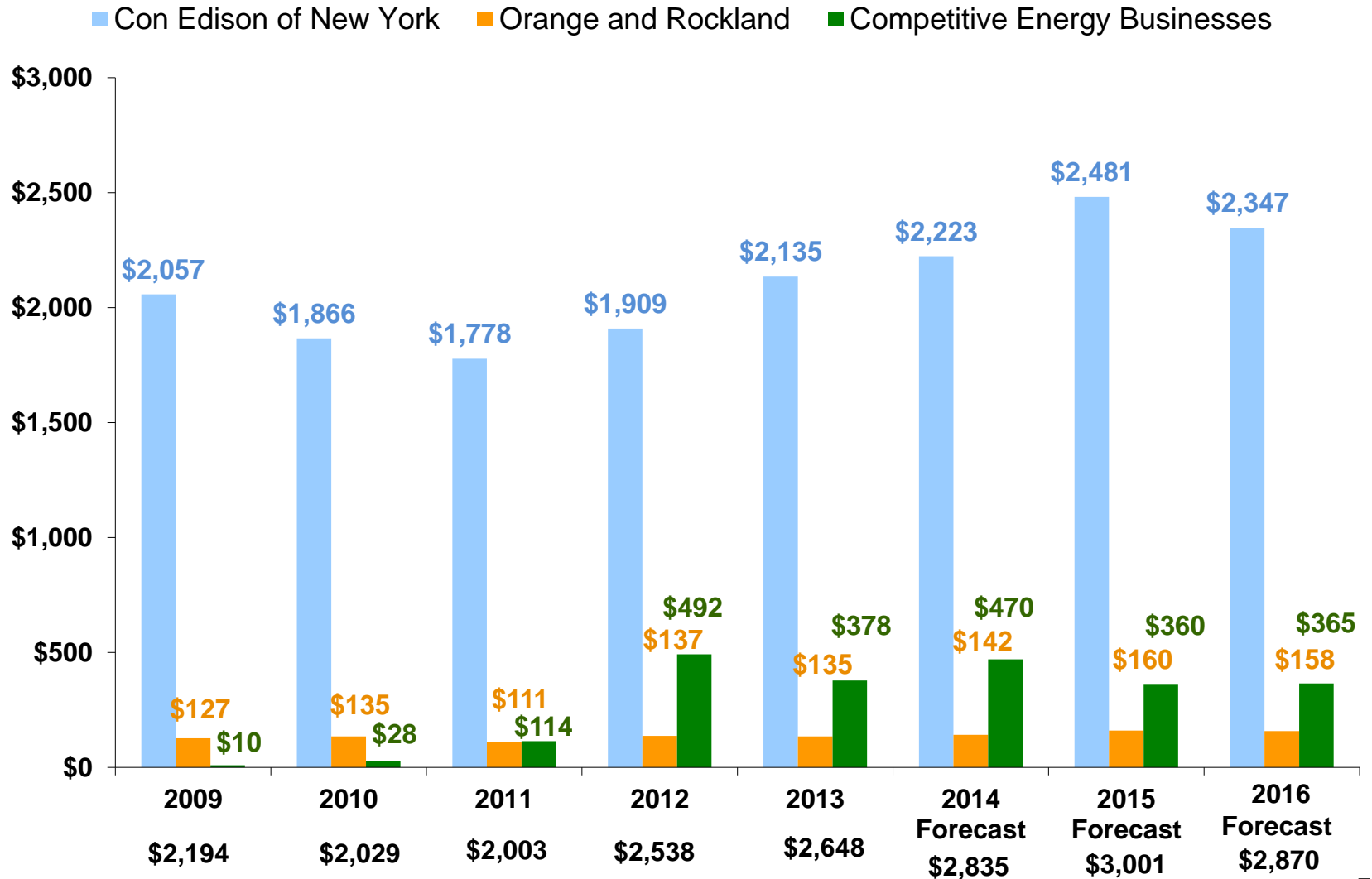


Indian Point Contingency Plan projects approved in October 2013 – approximately \$450 million

Incremental projects proposed in AC Transmission Upgrade filing – approximately \$1.25 billion

Capital Expenditures

(\$ millions)



Source of forecasts: 2013 10-K

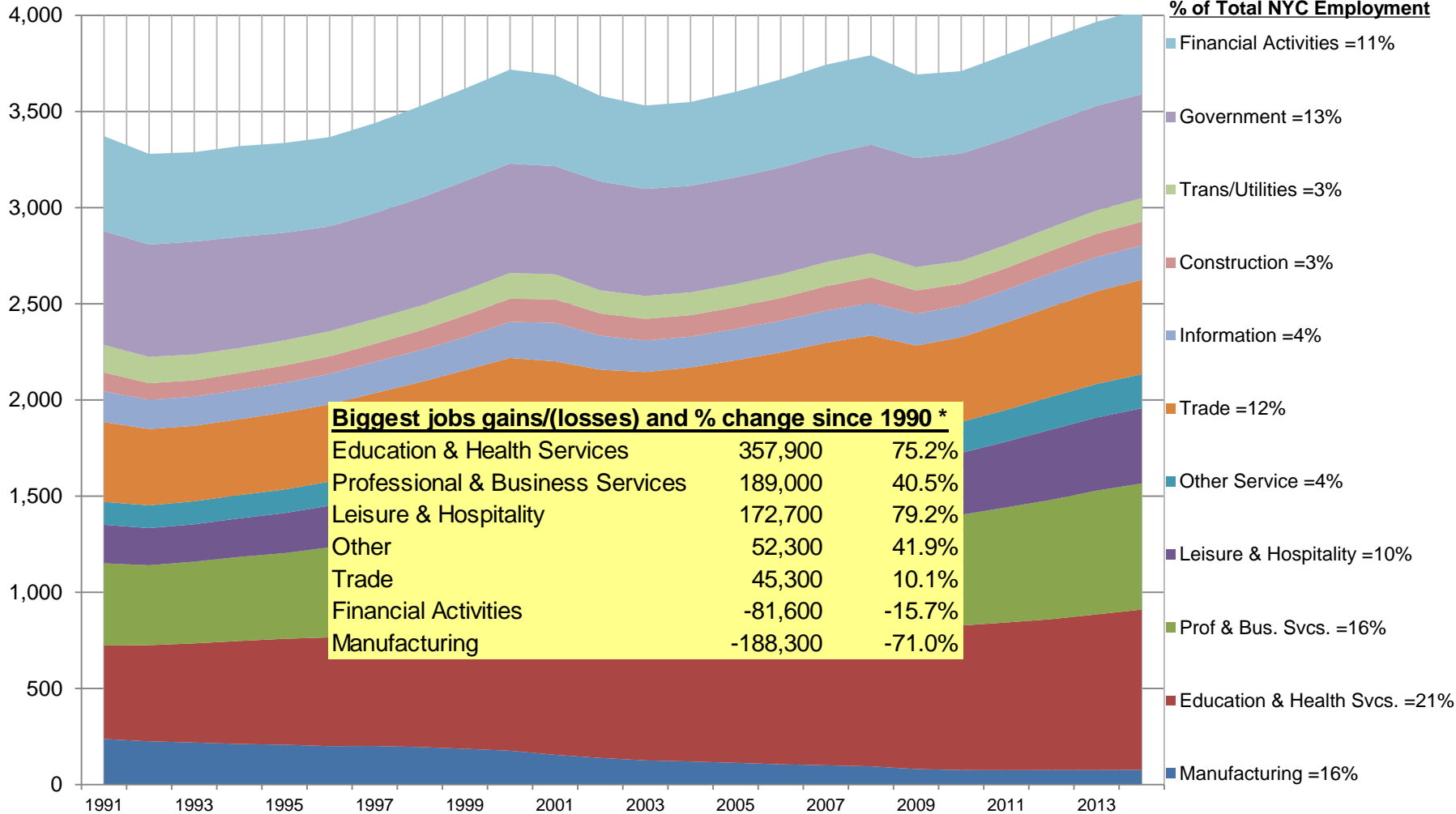
One World Trade Center

One World Trade Center opened its doors to the first new tenants in November 2014, adding to the vitality of Lower Manhattan.



New York City Employment By Sector

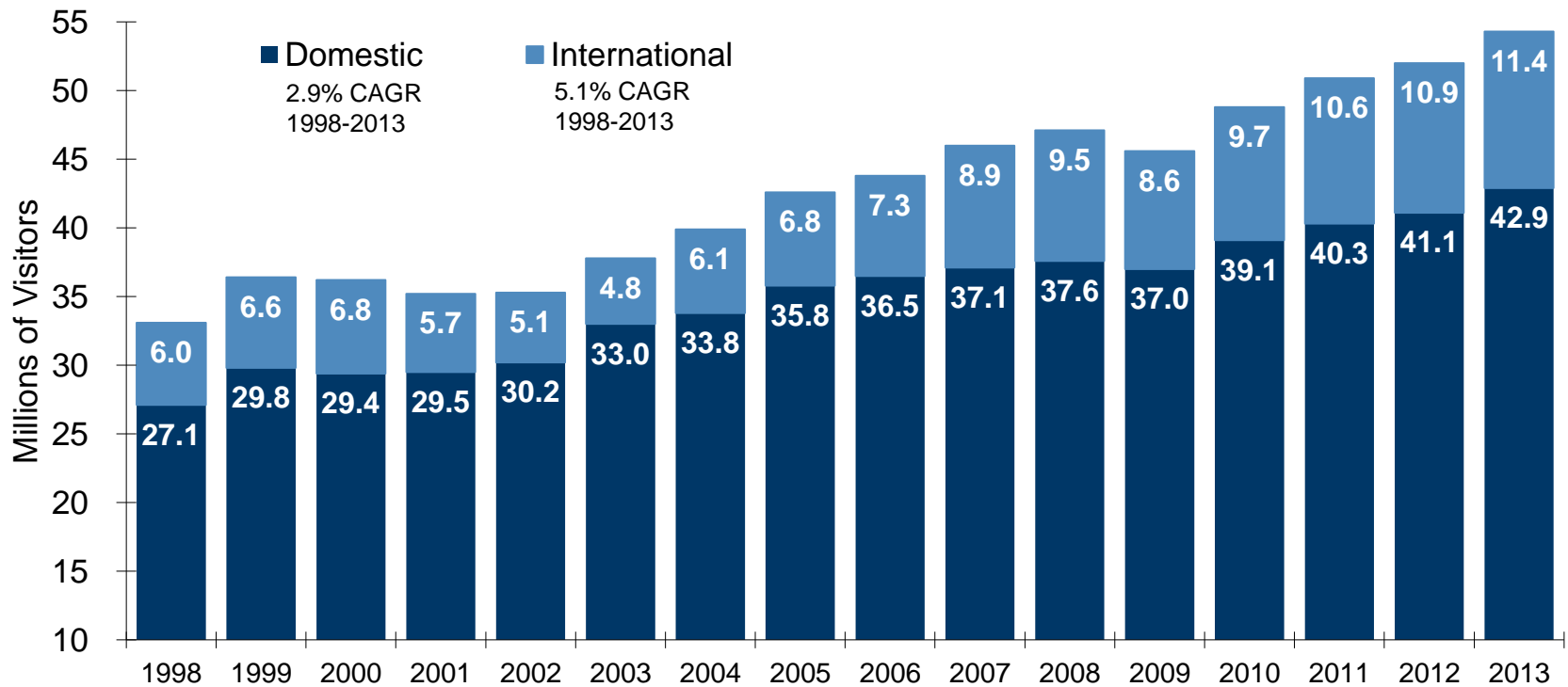
Jobs in 000s



* NYC employment increased by 62,600 in 2014 through September 2014.

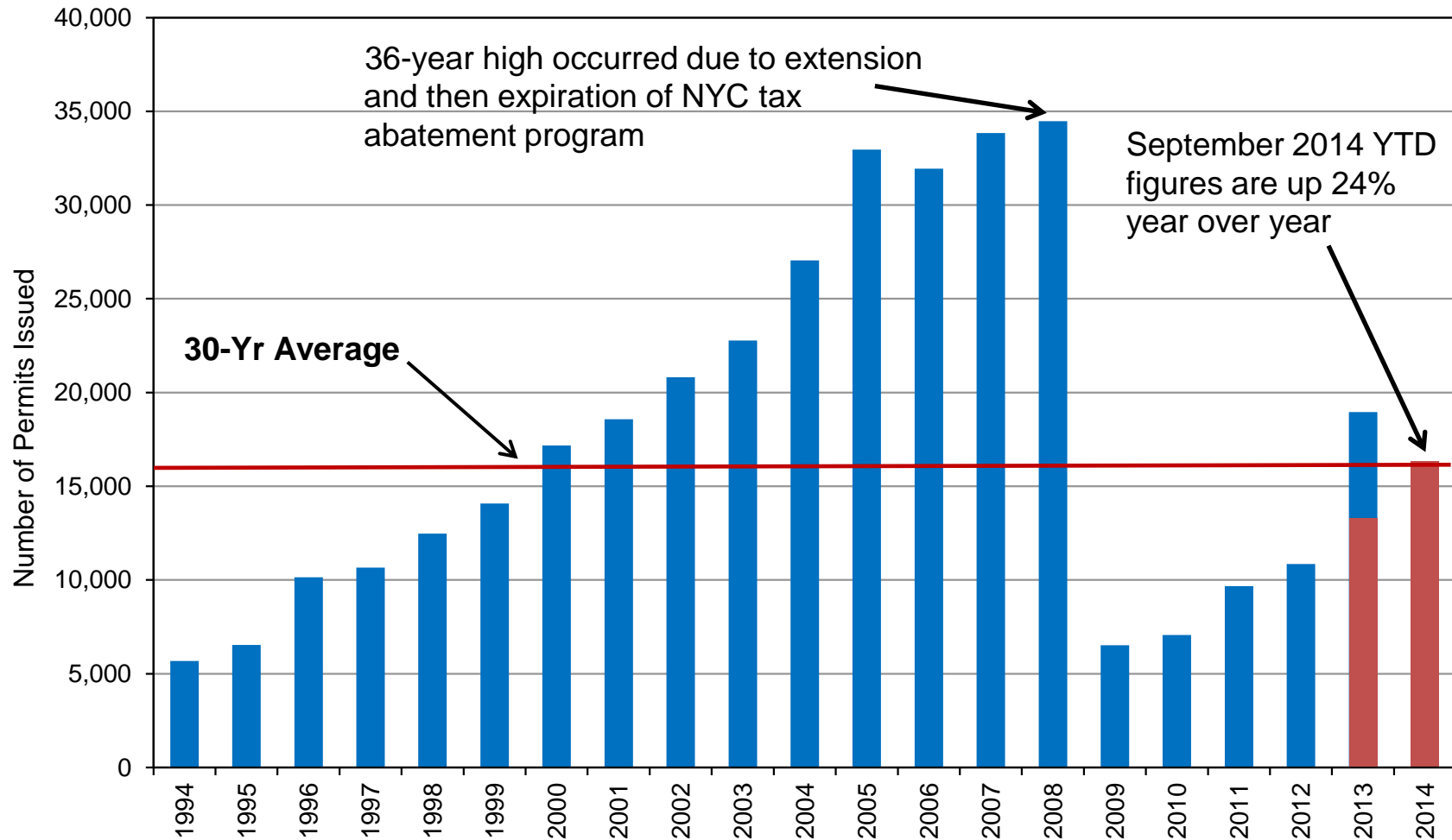
Source: New York State Department of Labor

New York City's Record-Breaking Tourism



Source: Cushman & Wakefield.

CECONY Residential Building Permits Are On the Rise



Source: U.S. Census Bureau

Five-year growth rates in peak usage*

	Historic 2002-2007 (Pre-Recession)	Historic 2008-2013 (Recession**)	2015-2019 Five-Year Forecast
CECONY (%)			
Electric	1.8	(1.1)	0.9
Gas	1.0	1.6	2.8
Steam	(0.8)	(2.3)	(0.8)
O&R (%)			
Electric	2.6	(0.6)	0.9
Gas	(0.8)	(0.6)	0.6

* Annualized growth rates shown

** Officially the recession began on Dec. 2007 and ended on June 2009



Reforming the Energy Vision (REV)

On April 24, 2014, the NY PSC initiated a proceeding to align electric utility practices and the regulatory paradigm with technological advances in information management and power generation and distribution

The order focuses on:

- [Clean technologies and energy efficiency - Track 1](#)
 - Improve system efficiency
 - Empower customer choice
 - Encourage clean generation and energy efficiency technologies and practices
- [Establishing Distributed System Platform Providers \(DSPP\) – Track 1](#)
 - Actively manage and coordinate distributed energy resources and provide a market for customers
- [Modifying New York State’s regulatory practices – Track 2](#)
 - Incent utilities to promote energy efficiency, renewable energy, least-cost energy supply, fuel diversity, system adequacy and reliability, demand elasticity and customer empowerment



REV Proceeding Timeline

Goals and Timetables

- Track 1: Reach generic policy determinations with respect to Distributed System Platform Providers and related issues
 - May 12, 2014: initial meeting of collaborative
 - May 22, 2014: public symposium addressed both tracks
 - July 10, 2014: technical conference with status reports from working groups
 - July 18, 2014: responses to Staff questions filed
 - August 22, 2014: Staff straw proposal
 - September 22, 2014: comments on straw proposal due
 - October 24, 2014: reply comments due
 - November 6, 2014: second technical conference on policy questions
 - Early 2015: generic PSC policy determination
- Track 2: Reach generic policy determinations on regulatory design and ratemaking issues
 - January 30, 2015: Staff straw proposal
 - March 20, 2015: comments on Staff straw proposal due
 - Second quarter 2015: generic PSC policy determination

Con Edison Development

Solar Investment Portfolio

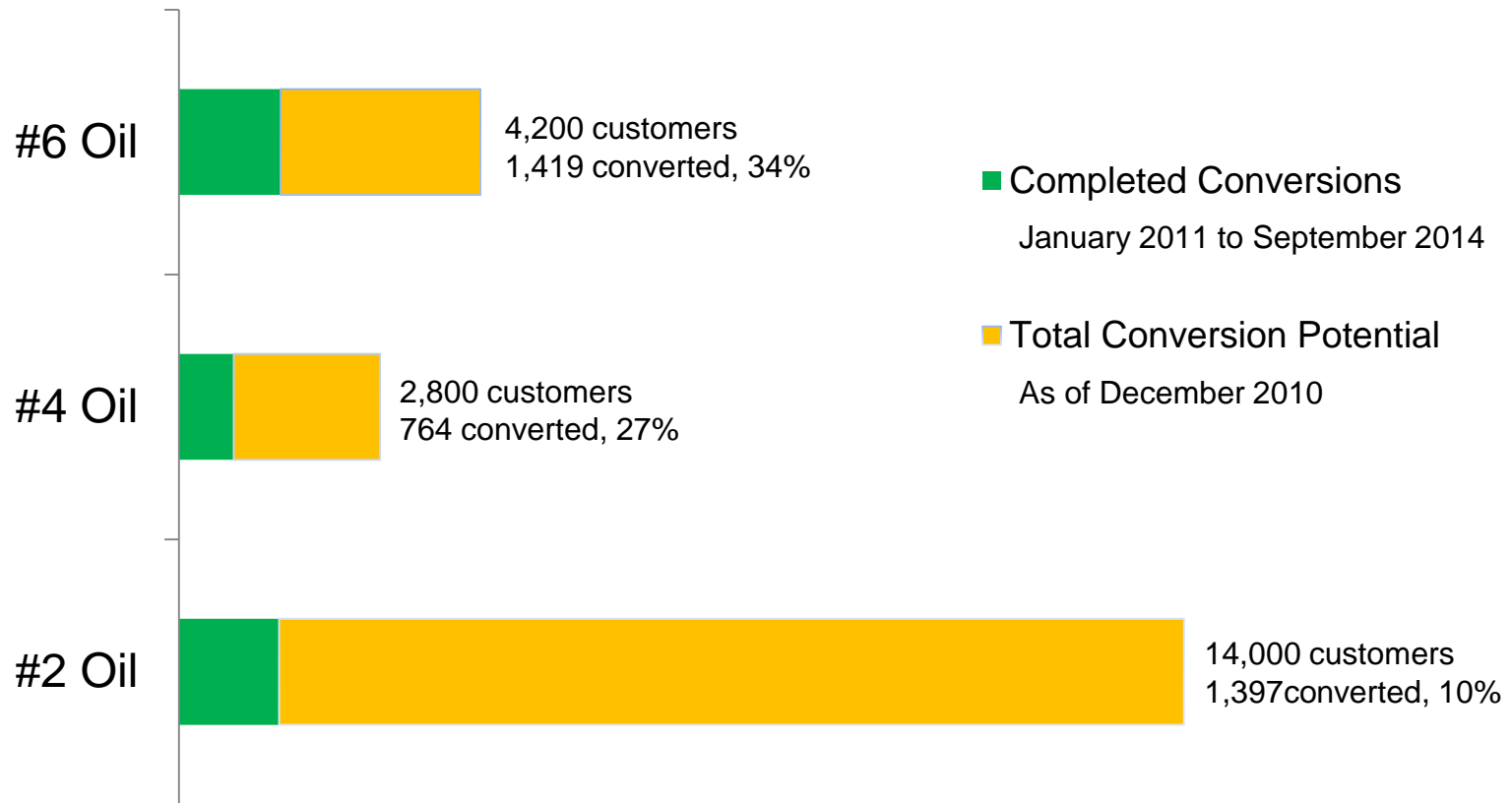
Project	Location	MW (AC)	PPA		SREC Term	Actual / Expected
			Offtaker	PPA Term		In-service Date
Operating - Projects > 3MW						
Pilesgrove	NJ	9	N/A	N/A	3 years	3Q11
Flemington	NJ	8	N/A	N/A	3 years	4Q11
PA Solar	PA	10	N/A	N/A	5 years	4Q12
Alpaugh 50	CA	25	PG&E	25 years	part of PPA	4Q12
Alpaugh North	CA	10	PG&E	25 years	part of PPA	4Q12
White River 1	CA	10	PG&E	25 years	part of PPA	2Q13
Corcoran 1	CA	10	PG&E	25 years	part of PPA	3Q13
Mesquite Solar 1	AZ	83	PG&E	20 years	part of PPA	3Q13*
Copper Mountain Solar 2 Phase 1	NV	46	PG&E	25 years	part of PPA	3Q13*
Frenchtown III	NJ	8	N/A	N/A	3 years	4Q13
White River 2	CA	20	PG&E	20 years	part of PPA	3Q14
Texas Solar	TX	32	CPS	25 years	part of PPA	3Q14
Copper Mountain Solar 3 (partial)	NV	79	LADWP	20 years	part of PPA	3Q14
Projects of 3 MW or less		26				
Total MW Operating		376				
Construction/Development						
Corcoran 2	CA	20	SCE	20 years	part of PPA	2Q15
Atwell West	CA	20	SCE	20 years	part of PPA	2Q15
Copper Mountain Solar 3 (partial)	NV	46	LADWP	20 years	part of PPA	4Q14/2015
Copper Mountain Solar 2 Phase 2	NV	29	PG&E	25 years	part of PPA	2015
Total MW		115				

Wind Investment Portfolio

Project	Location	MW (AC)	Membership		Purchase Date
			Interest	Electricity generated to be sold to	
Broken Bow II Wind Holdings LLC	NE	38	50%	Nebraska Public Power District – Long-term power purchase agreement	November 2014

*Time of acquisition.

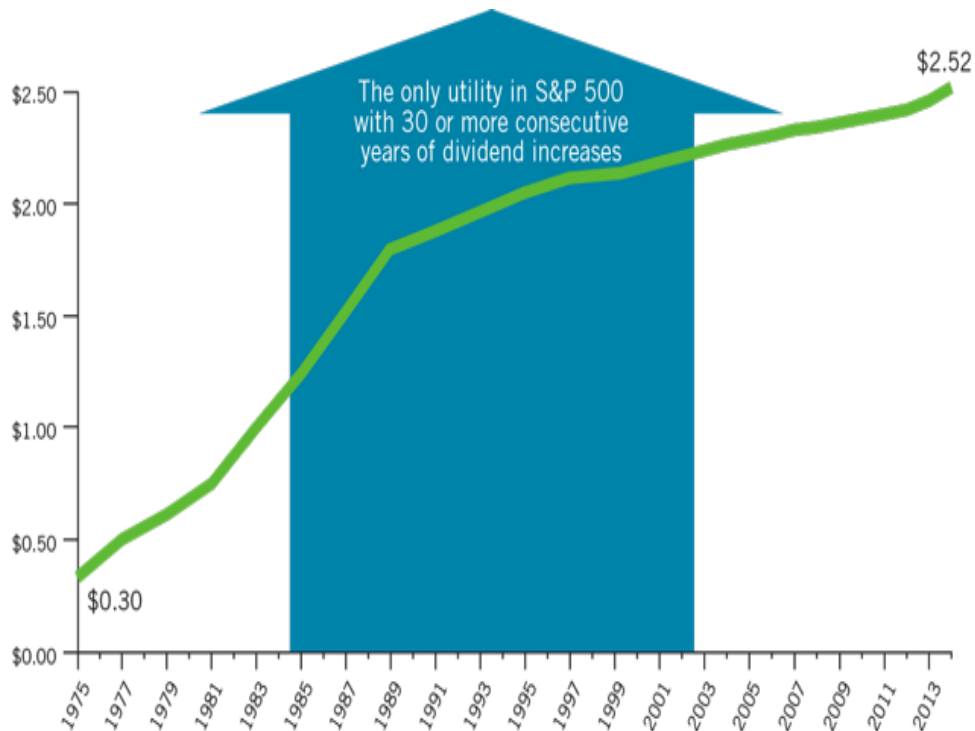
Market for Multi-Family and Commercial Oil-to-Gas Conversions by Oil Type



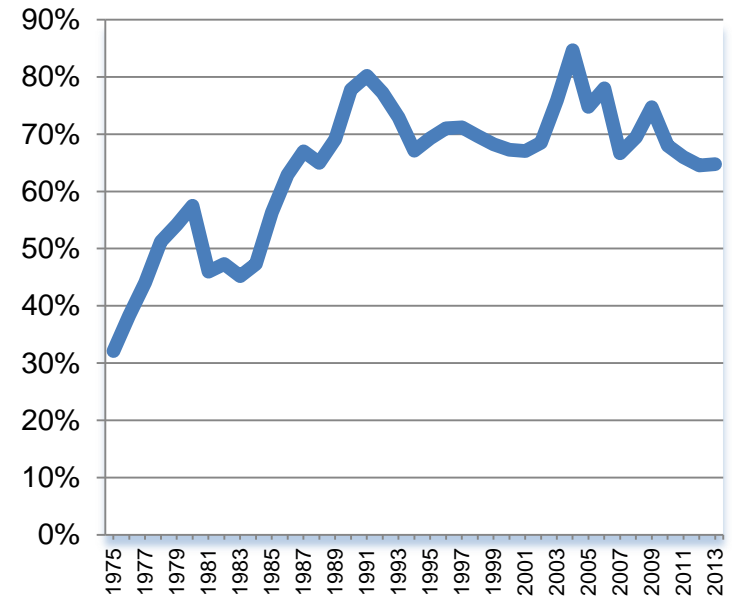
Note: Multi-family buildings include 5 or more families. Figures for #2 oil include burners rated 350,000 BTUs or higher.

A Compelling Dividend Record: 40 Consecutive Years of Dividend Increases

Annualized Dividend 1975 - 2014



Dividend Payout Ratio 1975 - 2013



Consolidated Edison, Inc. Investment Thesis

- The largest of the few publicly-traded, T&D-focused utility companies
 - Limited commodity exposure
- Reduced regulatory lag
 - Forward-looking test years
 - Timely recovery of most fuel and commodity costs
 - Revenue decoupling mechanism in NY (electric and gas)
 - Adjustment mechanisms for several major uncontrollable expenses (e.g. pension)
- Significant dividend record
 - 40 consecutive years of dividend increases; 3rd longest in electric utility industry
 - 4.0% yield is 3rd highest among S&P 500 Dividend Aristocrats
- Ability to invest for customer benefit
 - Majority of investment is replacement and upgrade of existing assets
 - Growth opportunity through increased natural-gas conversions
 - Targeted energy efficiency and demand side management
 - Strong, stable balance sheet and conservatively managed liquidity



APPENDIX

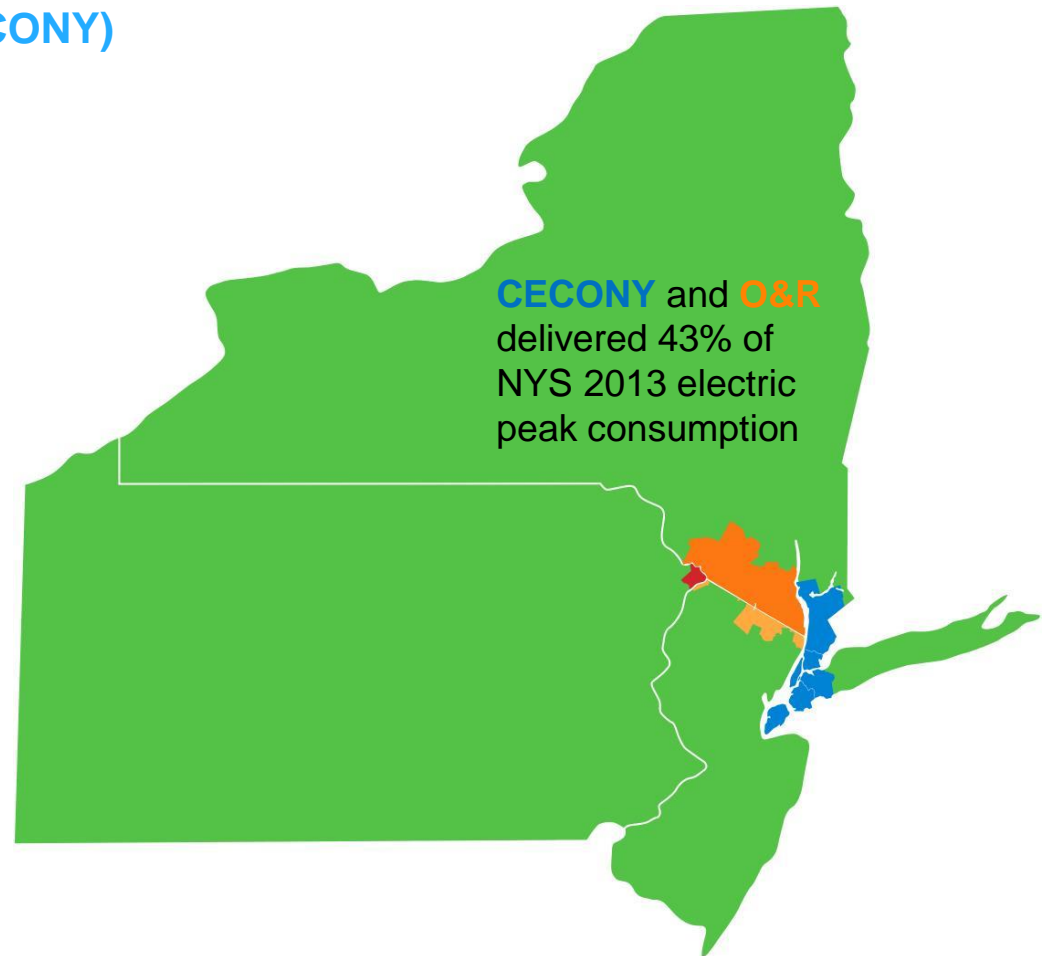
Regulated Utilities are the Core of Con Edison, Inc.

Con Edison of New York (CECONY)

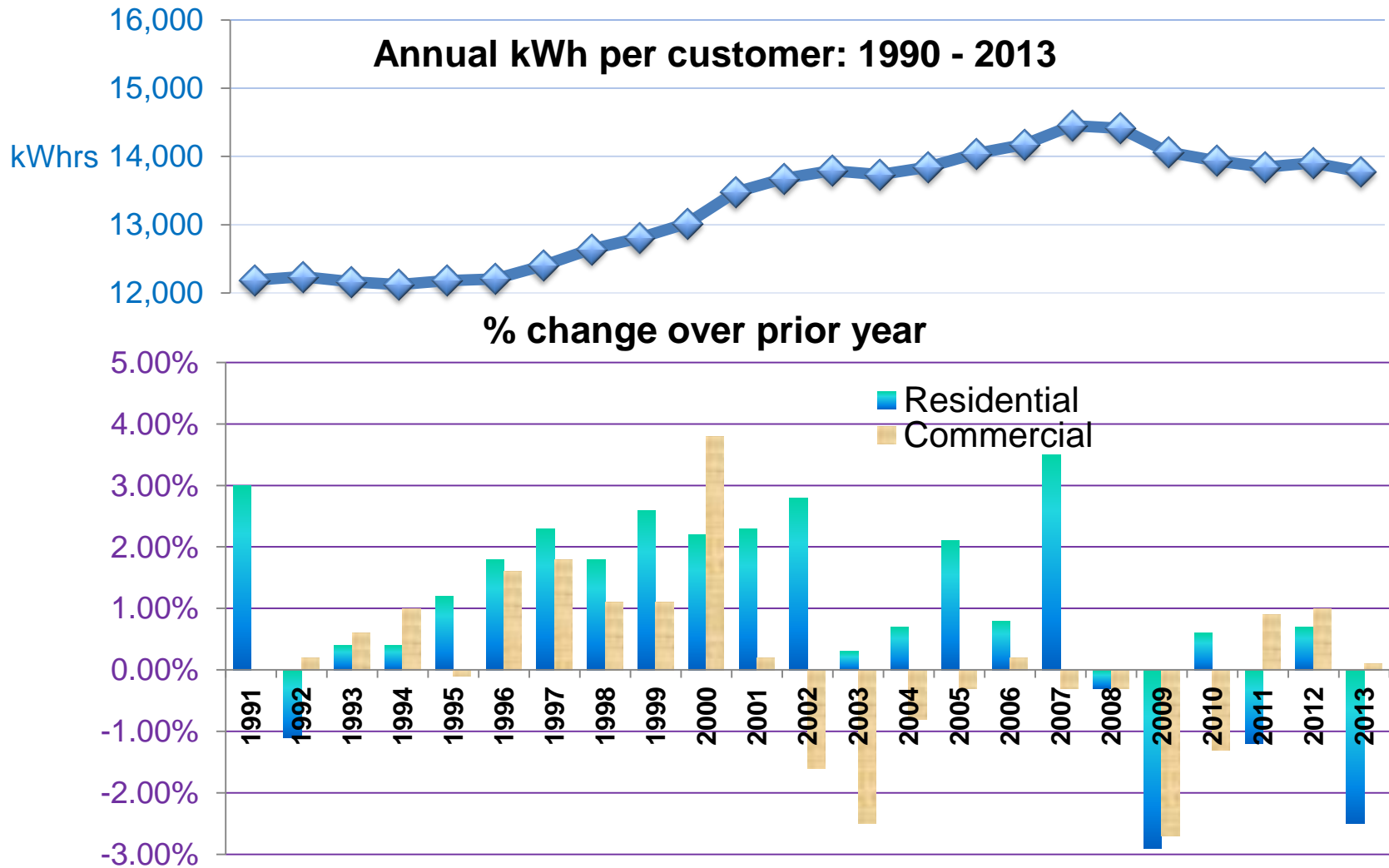
- 3.4 million electric customers
- 1.1 million gas customers
- 1,703 steam customers
- 702 MW of regulated generation
- Delivered 40% of NYS 2013 electric peak consumption

Orange and Rockland (O&R)

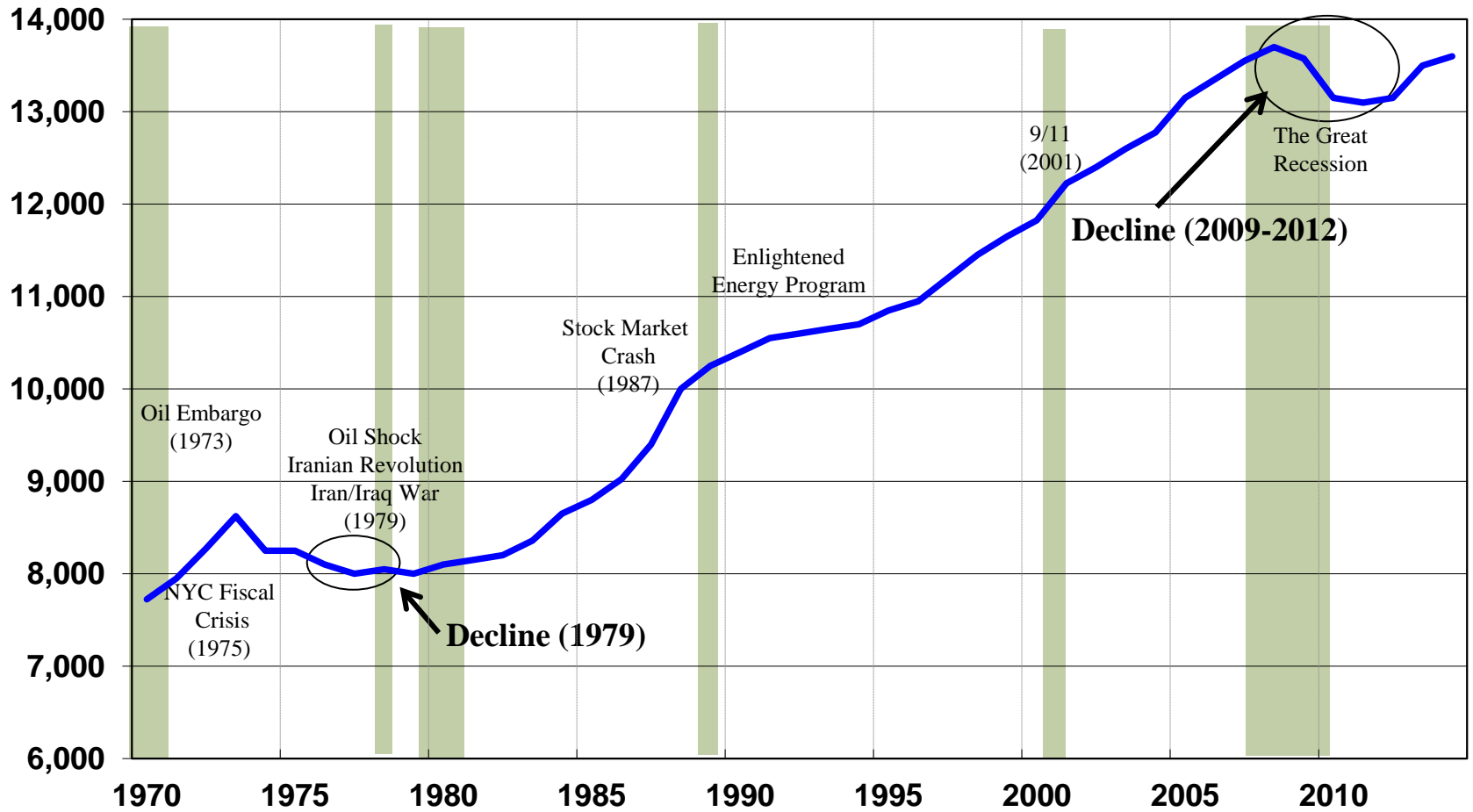
- 0.3 million electric customers
- 0.1 million gas customers
- Delivered 3.4% of NYS 2013 electric peak consumption



Average Normalized Electricity Use per Customer



Historical Electricity Peak Demand*



*Design Weather Conditions

Source: Consolidated Edison Company of New York

Composition of Rate Base

(as of September 30, 2014)

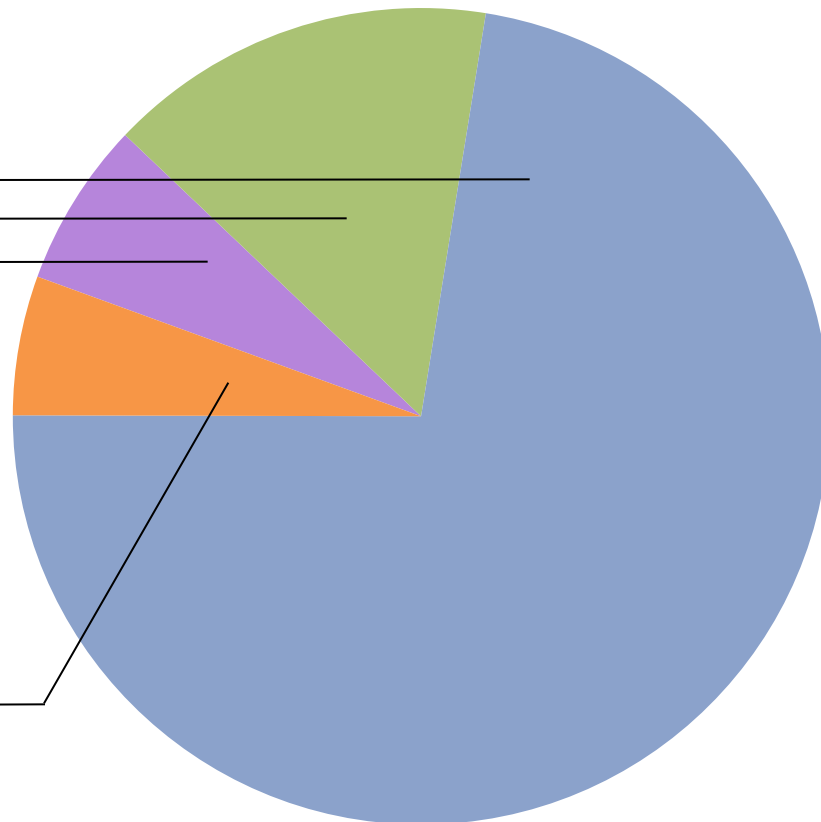
Rate Base* (\$ millions)

Con Edison of New York

Electric	(NY)	\$ 16,980
Gas	(NY)	\$ 3,617
Steam	(NY)	\$ 1,532
Total CECONY		\$ 22,129

Orange and Rockland

Pike Gas	(PA)	\$ 2
Pike Electric	(PA)	\$ 15
Rockland Electric	(NJ)	
(distribution)		\$ 178
(transmission)		\$ 20
O&R Gas	(NY)	\$ 368
O&R Electric	(NY)	\$ 716
Total O&R		\$ 1,299

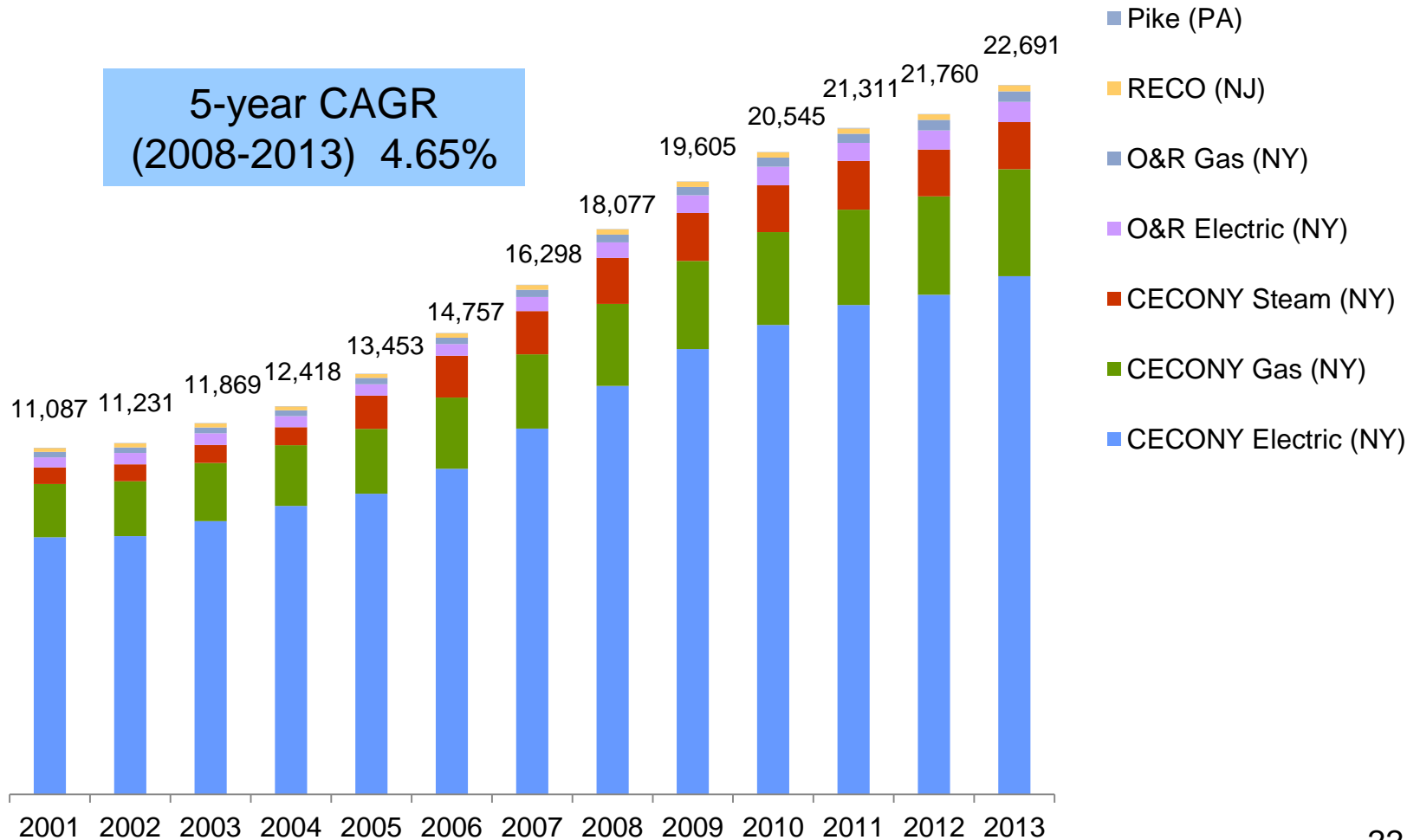


Total Rate Base \$23,428

* Average rate base for 12 months ending 9/30/2014.

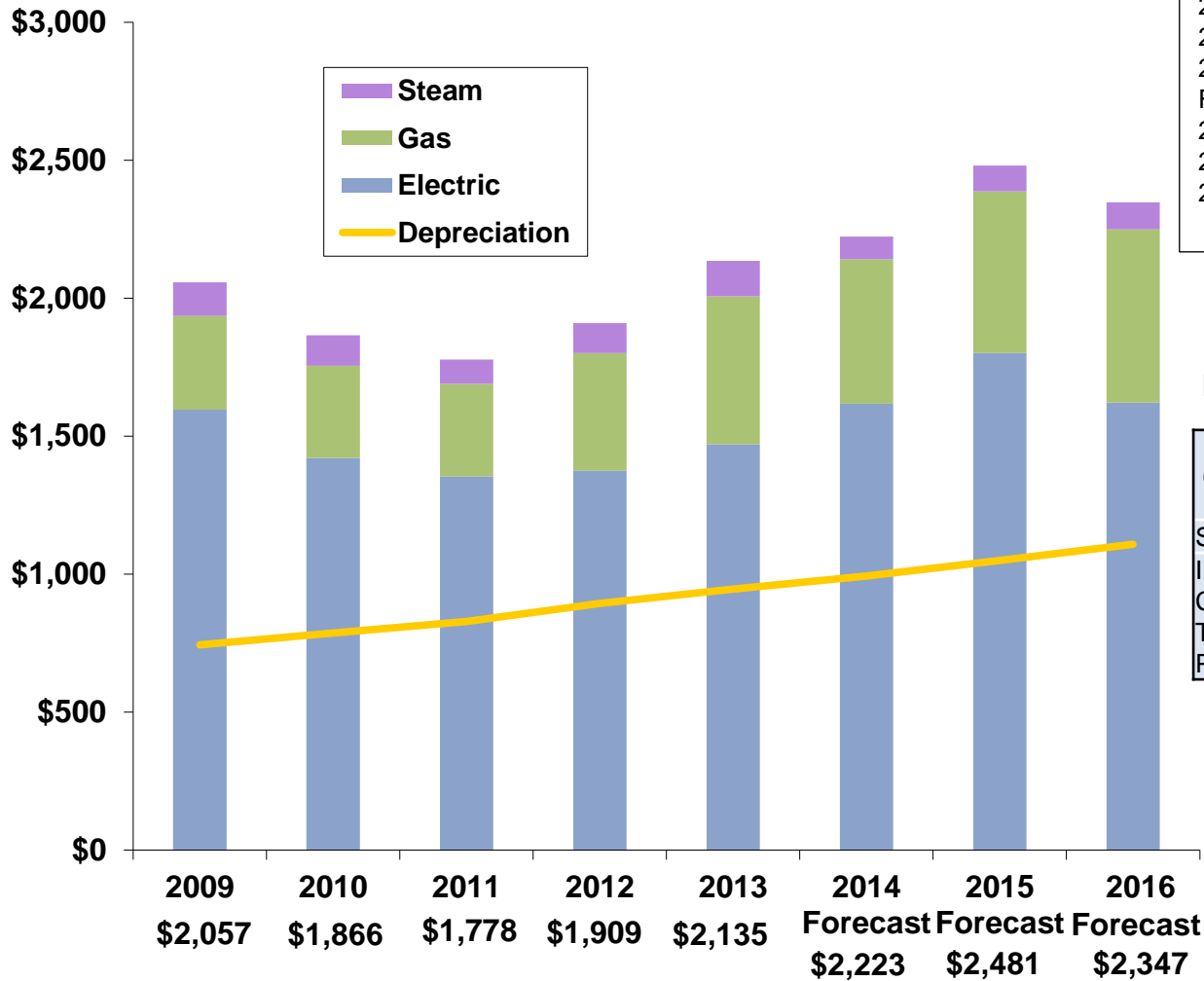
Consolidated Edison, Inc. Rate Base Growth

(\$ millions)



Con Edison of New York Infrastructure Investment

(\$ millions)



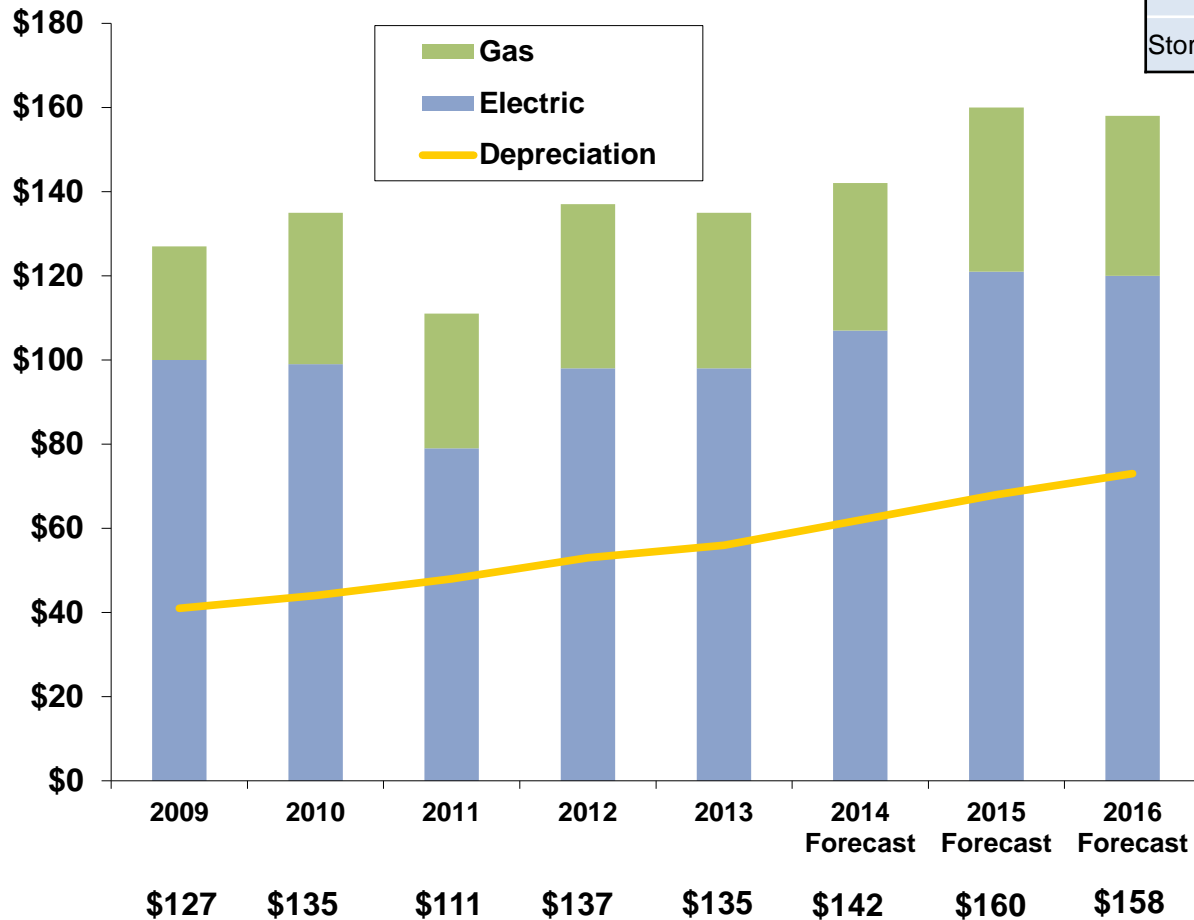
	Electric	Gas	Steam	Depreciation
Actual				
2008	1,743	338	121	672
2009	1,596	339	122	744
2010	1,421	334	111	787
2011	1,354	335	89	829
2012	1,375	426	108	894
2013	1,471	536	128	946
Forecast				
2014	1,617	524	82	993
2015	1,801	586	94	1,050
2016	1,622	627	98	1,108

Includes:

(\$ millions)	2014 Forecast	2015 Forecast	2016 Forecast
Storm Hardening	\$ 212	\$ 345	\$ 379
Indian Point Contingency			
Transmission Projects	129	194	46

Source of capex forecasts: 2013 10-K

Orange and Rockland Infrastructure Investment (\$ millions)



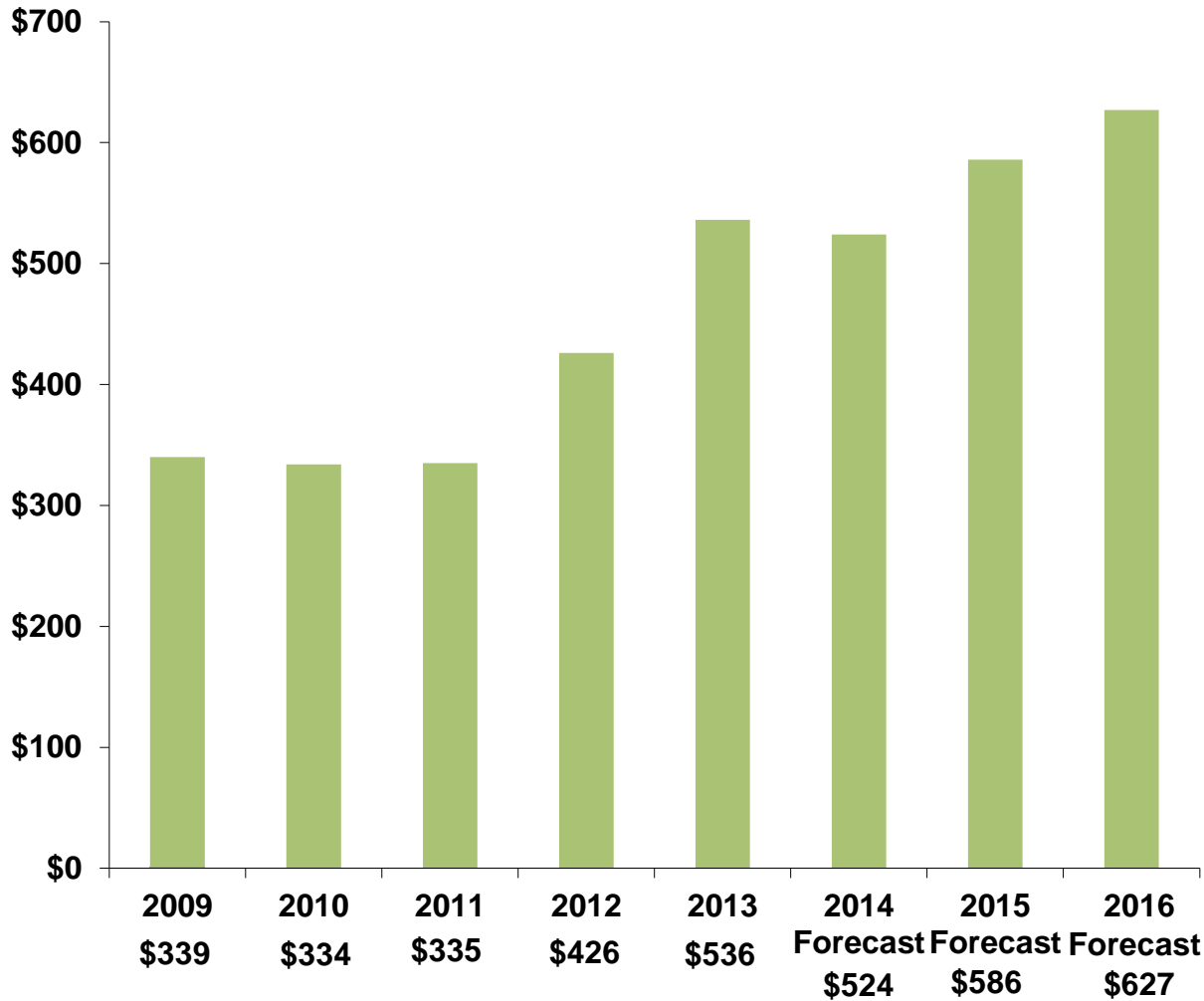
(\$ millions)	2014 Forecast	2015 Forecast	2016 Forecast
Storm Hardening	\$19	\$17	\$12

	Electric	Gas	Depreciation
Actual			
2009	85	42	42
2010	99	36	44
2011	79	32	48
2012	98	39	53
2013	98	37	56
Forecast			
2014	107	35	62
2015	121	39	68
2016	120	38	73

Source of capex forecasts: 2013 10-K

Gas Distribution Infrastructure Investment

(\$ millions)

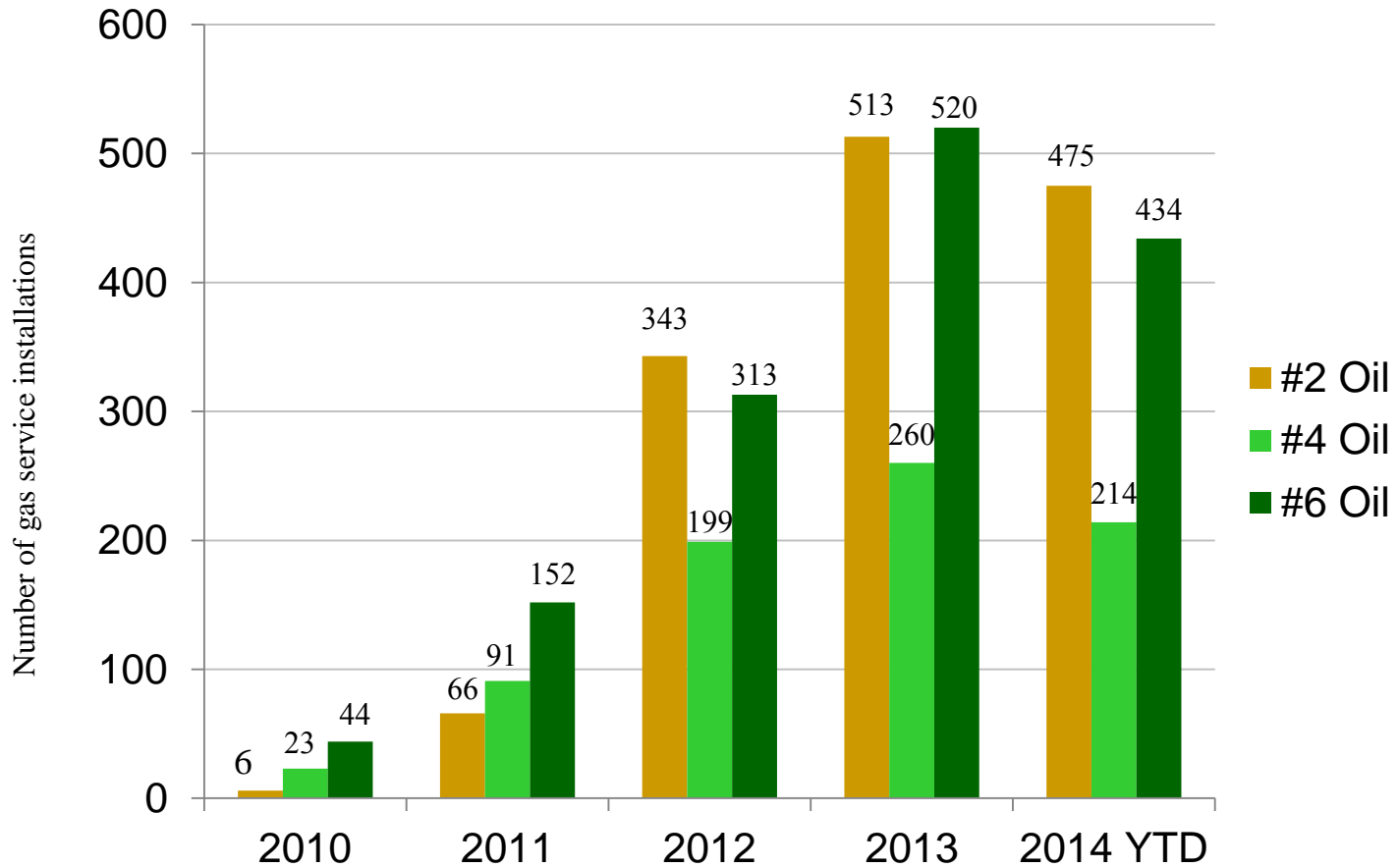


Main replacement annual targets:
2014 – 60 miles
2015 – 65 miles
2016 – 70 miles

Source of forecasts: 2013 10-K

Annual Multi-Family and Commercial Oil-to-Gas Conversions by Oil Type

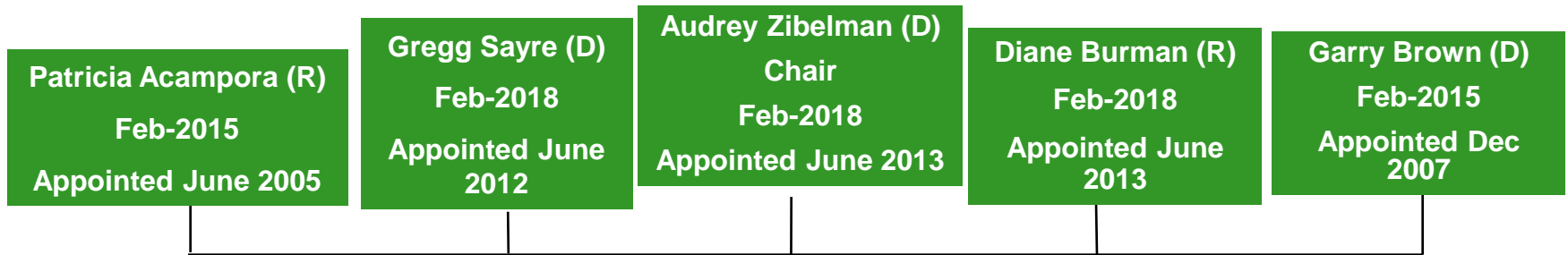
2014 YTD through September 30th



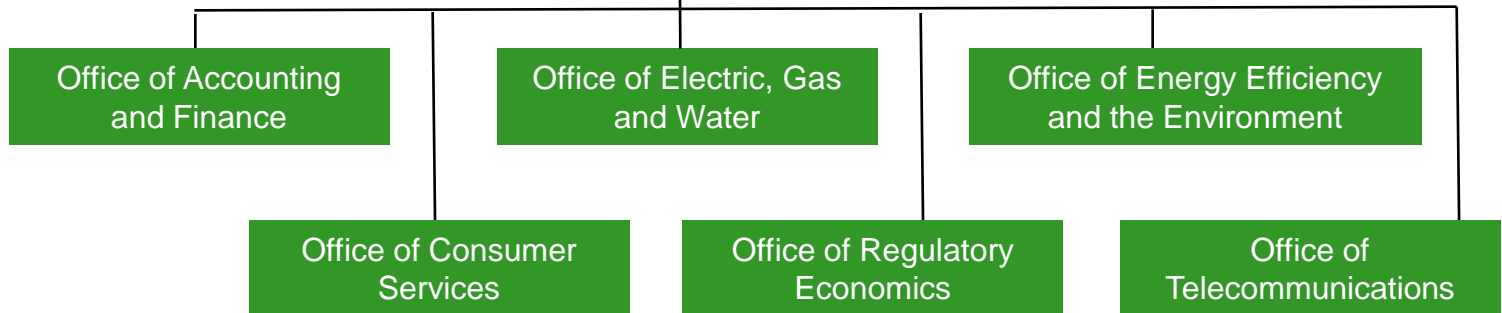
Note: Multi-family buildings include 5 or more families. Figures for #2 oil include burners rated 350,000 BTUs or higher.

New York Public Service Commission (NY PSC)

Commissioners



PSC Staff



- Annual budget: \$84 million; Staffing: 533 employees
- Regulates: Electric (7 companies), Gas (10), Water (300), Telecom (5), Cable (30)

NY PSC's Formulaic Approach to ROE

Recent Rate Decisions in New York

Date	Company	ROE	Term	Date	Company	ROE	Term
09/06	CECONY Steam	9.80%	2 years	09/10	CECONY Steam	9.60%	3 years
10/06	O&R Gas	9.80%	3 years	09/10	Energy East (RGE/NYSEG)	10.00%	40 months
08/07	Keyspan Gas	9.80%	5 years	06/11	Niagara Mohawk Electric	9.30%	2 years
09/07	CECONY Gas	9.70%	3 years	06/11	O&R Electric	9.20%	1 year
10/07	O&R Electric	9.10%	1 year	04/12	Corning Gas	9.50%	3 years
12/07	National Fuel Gas	9.10%	1 year	06/12	O&R Electric	9.40%	1 st year
03/08	CECONY Electric	9.10%	1 year			9.50%	2 nd year
06/08	O&R Electric	9.40%	3 years			9.60%	3 rd year
09/08	CECONY Steam	9.30%	2 years	04/13	Niagara Mohawk Electric & Gas	9.30%	3 years
04/09	CECONY Electric	10.00%	1 year	06/13	Keyspan Gas	9.40%	2 years
05/09	Niagara Mohawk Gas	10.20%	2 years	02/14	CECONY Gas and Steam	9.30%	3 years
06/09	Central Hudson	10.00%	1 year	02/14	CECONY Electric	9.20%	2 years
09/09	Corning Gas	10.70%	2 years	05/14	National Fuel Gas	9.10%	2 years
10/09	O&R Gas	10.40%	3 years				
03/10	CECONY Electric	10.15%	3 years				
06/10	Central Hudson	10.00%	3 years				
09/10	CECONY Gas	9.60%	3 years				

Rate of return on equity



2/3 Discounted Cash Flow model
+
1/3 Capital Asset Pricing model

NY PSC Staff's Discounted Cash Flow Model

- The Staff employs a dividend discount model.

$$\text{Value} = \frac{D_1}{(1+R)} + \frac{D_2}{(1+R)^2} + \frac{D_3}{(1+R)^3} + \dots$$

- Solving for an equity return, R, where:
 - D_1 through D_4 = Value Line estimates
 - D_5 through D_∞ = Value Line estimates based on future earnings retention and share growth
 - Value = average of prior three monthly high and low proxy group stock prices



NY PSC Staff's Capital Asset Pricing Model

- Staff solves for an equity return, R

$$R = R_{UST} + (R_{MKT} - R_{UST}) * \beta$$

- Where:
 - R_{UST} is the risk-free return: average of prior three monthly yields for 10-year and 30-year Treasuries
 - R_{MKT} is the market rate of return: BofA Merrill Lynch's monthly *Quantitative Profiles* report (three month average)
 - β is the risk of the individual share relative to that of the market: Value Line estimate for peer group

Summary of Rate Plans

Effective Period	Rate Changes	Rate Base	Amortization To Income of Net Regulatory (Assets) and Liabilities	Authorized Return on Equity (ROE) ^(a)
(Millions of Dollars, except percentages)				
CECONY – Electric ^(b)				
January 2014 - December 2015	Yr. 1 - \$(76.2) Yr. 2 - \$124	Yr. 1 - \$17,323 Yr. 2 - \$18,113	\$(37) over 2 yrs.	9.2%
CECONY – Gas ^(b)				
January 2014 - December 2016	Yr. 1 - \$(54.6) Yr. 2 - \$38.6 Yr. 3 - \$56.8	Yr. 1 - \$3,521 Yr. 2 - \$3,863 Yr. 3 - \$4,236	\$4 over 3 yrs.	9.3%
CECONY – Steam ^(b)				
January 2014 - December 2016	Yr. 1 - \$(22.4) Yr. 2 - \$19.8 Yr. 3 - \$20.3	Yr. 1 - \$1,511 Yr. 2 - \$1,547 Yr. 3 - \$1,604	\$37 over 3 yrs.	9.3%
O&R – Electric (NY)				
July 2012 - June 2015	Yr. 1 - \$19.4 Yr. 2 - \$8.8 Yr. 3 - \$15.2	Yr. 1 - \$671 Yr. 2 - \$708 Yr. 3 - \$759	\$(32) over 3 yrs.	Yr. 1 - 9.4% Yr. 2 - 9.5% Yr. 3 - 9.6%
O&R - Gas (NY)				
November 2009 - October 2012	Yr. 1 - \$9.0 Yr. 2 - \$9.0 Yr. 3 - \$4.6 ^(c)	Yr. 1 - \$280 Yr. 2 - \$296 Yr. 3 - \$309	\$(2) over 3 yrs.	10.4%

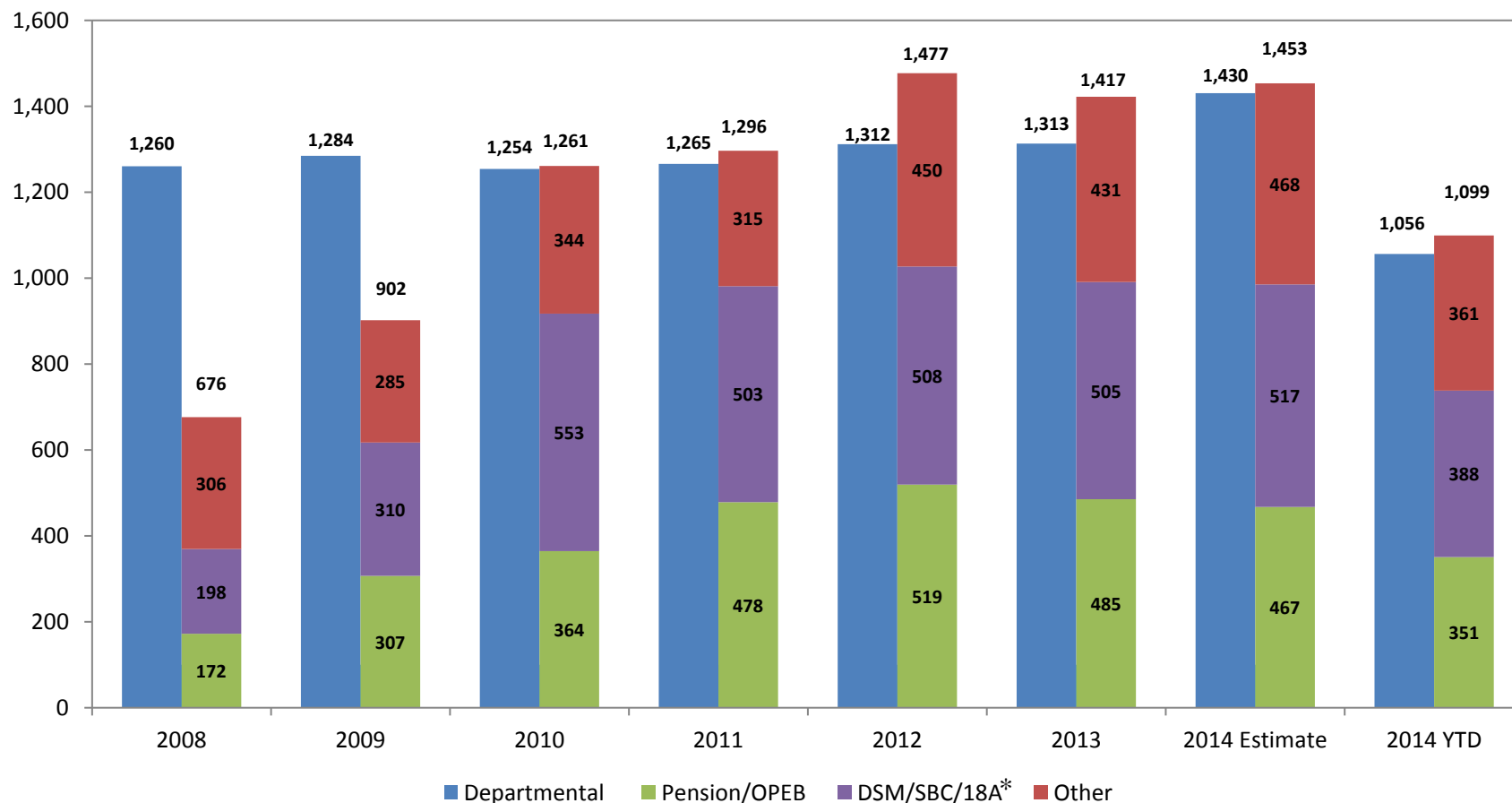
(a) Most of any actual earnings above specified annual returns on equity are to be applied to reduce regulatory assets.

(b) The impact of these base rate changes is being deferred, which will result in regulatory liabilities at December 31, 2015 of \$30 million for electric and at December 31, 2016 of \$32 million and \$8 million for gas and steam, respectively. Pursuant to NYSPSC orders, a portion of the company's revenues is being collected subject to refund.

(c) The rate plan provided for a one-time surcharge of \$4.3 million in Year 3.

Departmental and Other Expenses Through September 30, 2014

(\$ millions)



* Includes Demand Side Management, System Benefit Charges and 18A assessment.

Rates of Return and Equity Ratio

(for twelve months ended September 30, 2014)

	Regulated Basis		SEC Basis
	Allowed	Actual	
CECONY			
Electric	9.2%	9.1%	
Gas	9.3%	9.1%	
Steam	9.3%	12.7%	
Overall - CECONY	9.2%*	9.3%	10.0%
<i>CECONY Equity Ratio</i>	<i>48.0%</i>	<i>51.5%</i>	
O&R			
Electric	9.6%	10.4%	
Gas	10.4%	6.3%	
RECO	9.8%	7.6%	
Overall – O&R	9.8%*	8.7%	9.4%
<i>O&R Equity Ratio</i>	<i>48.0%</i>	<i>51.1%</i>	
Competitive Energy Businesses**			4.3%
CEI**			9.5%

* Weighted by rate base
 **excludes MTM, LILCO impact and gain on sale of solar energy projects

Reconciliation of 3rd Quarter 2014 and 3rd Quarter 2013 Earnings Per Share

3 months ending Sept. 30, 2014	CECONY	O&R	Con Edison Development	Con Edison Energy	Con Edison Solutions	Parent	Total
Reported EPS – GAAP basis	\$1.36	\$0.07	\$0.03	\$0.01	\$0.03	\$(0.01)	\$1.49
Mark-to-Market losses/(gains)	-	-	-	-	-	-	-
Lease In/Lease Out transactions	-	-	-	-	-	-	-
Ongoing operations	\$1.36	\$0.07	\$0.03	\$0.01	\$0.03	\$(0.01)	\$1.49

3 months ending Sept. 30, 2013	CECONY	O&R	Con Edison Development	Con Edison Energy	Con Edison Solutions	Parent	Total
Reported EPS – GAAP basis	\$1.37	\$0.07	\$0.11	\$-	\$0.02	\$0.01	\$1.58
Mark-to-Market losses/(gains)	-	-	-	-	(0.01)	-	(0.01)
Lease In/Lease Out transactions	-	-	(0.09)	-	-	-	(0.09)
Ongoing operations	\$1.37	\$0.07	\$0.02	\$-	\$0.01	\$0.01	\$1.48

Reconciliation of 1st 9-Months of 2014 and 1st 9-Months of 2013 Earnings Per Share

9 months ending Sept. 30, 2014	CECONY	O&R	Con Edison Development	Con Edison Energy	Con Edison Solutions	Parent	Total
Reported EPS – GAAP basis	\$3.09	\$0.17	\$0.17	\$0.04	\$-	\$(0.02)	\$3.45
Gain on sale of solar energy projects			(0.09)				(0.09)
Mark-to-Market losses/(gains)	-	-	-	-	(0.03)	-	(0.03)
Lease In/Lease Out transactions	-	-	(0.02)	-	-	-	(0.02)
Ongoing operations	\$3.09	\$0.17	\$0.06	\$0.04	\$(0.03)	\$(0.02)	\$3.31

9 months ending Sept 30, 2013	CECONY	O&R	Con Edison Development	Con Edison Energy	Con Edison Solutions	Parent	Total
Reported EPS – GAAP basis	\$2.84	\$0.19	(\$0.22)	\$0.01	\$0.02	\$(0.01)	\$2.83
Mark-to-Market losses/(gains)	-	-	-	-	(0.04)	-	(0.04)
Lease In/Lease Out transactions	-	-	0.32	-	-	-	0.32
Ongoing operations	\$2.84	\$0.19	\$0.10	\$0.01	\$(0.02)	\$(0.01)	\$3.11

Reconciliation of 2013 and 2012 Earnings Per Share

2013	CECONY	O&R	Con Edison Development	Con Edison Energy	Con Edison Solutions	Parent	Total
Reported EPS – GAAP basis	\$3.48	\$0.22	\$(0.23)	\$0.02	\$0.13	\$-	\$3.62
Mark-to-Market losses/(gains)	-	-	-	-	(0.14)	-	(0.14)
Lease In/Lease Out transactions	-	-	0.32	-	-	-	0.32
Ongoing operations	\$3.48	\$0.22	\$0.09	\$0.02	\$(0.01)	\$-	\$3.80
2012	CECONY	O&R	Con Edison Development	Con Edison Energy	Con Edison Solutions	Parent	Total
Reported EPS – GAAP basis	\$3.46	\$0.22	\$0.02	\$-	\$0.24	\$(0.06)	\$3.88
Mark-to-Market losses/(gains)	-	-	-	0.01	(0.14)	-	(0.13)
Ongoing operations	\$3.46	\$0.22	\$0.02	\$0.01	\$0.10	\$(0.06)	\$3.75

2014 Financing Needs

- Capital expenditure of \$2,835 million (CECONY - \$2,223 million, O&R - \$142 million, CEB - \$470 million)
- Plan for 2014: Issue between \$1.5 to \$2.0 billion of long-term debt, primarily at CECONY
- Activity so far: In March, CECONY issued \$850 million of 30-year debentures with a 4.45% coupon
- No equity issuance

Schedule of Debt Maturities

(\$ millions)	2014	2015	2016	2017	2018
Con Edison, Inc. – parent company	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2
Con Edison of New York	475	350	650	-	1,200
Orange and Rockland	3	143	79	4	58
Competitive energy businesses	5	5	5	6	6
Total	\$ 485	\$ 500	\$ 736	\$ 12	\$ 1,266

2014

- CECONY \$200 million debenture matured in February, 4.7%
- CECONY \$275 million debenture maturing in April, 5.55%

2015

- CECONY \$350 million debenture maturing in December, 5.375%
- O&R \$40 million debenture maturing in April, 5.3%
- O&R \$55 million debenture maturing in August, 2.5%
- O&R \$44 million debenture maturing in August, variable rate

Capital Structure — September 30, 2014

(\$ millions)

Con Edison, Inc. A3 / BBB+ / BBB+

Debt	\$11,195	47%
Equity	12,716	53
Total	\$23,911	100%

Con Edison of New York A2 / A- / A-

Debt	\$10,216	48%
Equity	11,219	52
Total	\$21,435	100%

Orange and Rockland A3 / A- / A-

Debt	\$602	48%
Equity	644	52
Total	\$1,246	100%

Competitive and Parent

Debt	\$377	31%
Equity	853	69
Total	\$1,230	100%

Amounts shown exclude notes payable and include the current portion of long-term debt; Senior unsecured credit ratings shown in order of Moody's / S&P / Fitch; each rating has a stable outlook.

Liquidity Adequacy

\$2,250 million CEI Consolidated revolving credit facility

