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CONSOLIDATED EDISON INC

Form U-3A-2

February 28, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM U-3A-2

Statement by Holding Company Claiming Exemption  
Under Rule U-3A-2 from the Provisions of the  
Public Utility Holding Company Act of 1935

To Be Filed Annually Prior to March 1

CONSOLIDATED EDISON, INC.

hereby files with the Securities Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

1. Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest.

Consolidated Edison, Inc. ("Claimant") is a corporation organized and existing under the laws of the State of New York. Claimant is a holding company, which acquires and hold securities of other corporations. Claimant's principal place of business is 4 Irving Place, New York, New York 10003. Claimant has the following subsidiaries:

A. Consolidated Edison Company of New York, Inc. ("Con Edison") is a public utility organized and existing as a corporation under the laws of the State of New York. Con Edison supplies electric service in all of New York City (except part of Queens) and most of Westchester County, New York, an approximately 660 square mile service area with a population of more than 8 million. It also supplies gas in Manhattan, The Bronx and parts of Queens and Westchester, and steam in part of Manhattan. All of Con Edison's Common Stock is held by Claimant. Con Edison's principal place of business is 4 Irving Place, New York, N.Y. 10003. Con Edison has the following subsidiaries:

1. Davids Island Development Corp. ("DIDCO") is organized and existing as a corporation under the laws of the State of New York. It owns real property, acquired as a possible site for an electric generating plant, in Dutchess and Columbia Counties in New York State. It is in the process of disposing of the property. It is a wholly-owned subsidiary of Con Edison. Its principal place of business is 4 Irving Place, New York, N.Y. 10003.

2. D.C.K. Management Corp. ("DCK") is a corporation organized and existing as a corporation under the laws of the State of New York. It owns real property in the City of New York. It is a wholly-owned subsidiary of Con Edison. Its

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principal place of business is 4 Irving Place New York, N.Y. 10003.

3. Honeoye Storage Corporation ("Honeoye") a corporation organized and existing under the laws of the State of New York. It was incorporated to own and operate a gas storage facility in upstate New York. It is 28.81 percent owned by Con Edison.

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4. Steam House Leasing LLC ("SHL"), a Delaware limited liability company, a wholly owned subsidiary of Con Edison that leases a steam generating plant that produces steam for Con Edison's steam distribution business. Its principal place of business is 4 Irving Place New York, N.Y. 10003.

B. Orange and Rockland Utilities, Inc. ("O&R") is a public utility organized and existing as a corporation under the laws of New York. O&R provides service to over 200,000 electric and almost 120,000 gas customers in New York in a service area covering all of Rockland County, most of Orange County, and part of Sullivan County. All of O&R's Common Stock is held by Claimant. O&R's principal place of business is One Blue Hill Plaza, Pearl River, N.Y. 10965. O&R has the following subsidiaries:

1. Rockland Electric Company ("RECO") is a public utility organized and existing as a corporation under the laws of a New Jersey. RECO supplies electric service to about 70,000 customers in New Jersey in the northern parts of Bergen and Passaic Counties and small areas in northern Sussex County. All of RECO's Common Stock is held by O&R. RECO's principal place of business is 82 East Allendale Avenue, Saddle River, N. J. 07458. RECO has the following subsidiaries:

a. Enserve Holdings, Inc. ("Enserve"), a wholly-owned subsidiary of RECO, organized and existing as a corporation under the laws of Delaware. All of Enserve's Common Stock is held by RECO. Enserve is currently inactive. Enserve's principal place of business is One Blue Hill Plaza, Pearl River, N.Y. 10965.

2. Pike County Light & Power Company ("Pike"), a public utility organized and existing as a corporation under the laws of Pennsylvania. Pike supplies electricity to about 4,200 customers and gas to about 1,000 customers in the northeastern corner of Pike County, Pennsylvania. All of Pike's Common Stock is held by O&R. Pike's principal place of business is 219 1/2 Broad Street, Milford, Pennsylvania 18337.

3. Clove Development Corporation ("Clove") is an inactive real estate sales company, organized and existing as a corporation under the laws of New York. Clove no longer owns any real estate; its sole assets are cash and mortgage receivables. All of Clove's common stock is held by O&R. Clove's principal place of business is One Blue Hill Plaza, Pearl River, N.Y. 10965.

4. O&R Development, Inc. ("ORDEVCO"), commercial real estate development company, organized and existing as a corporation under the laws of Delaware, whose principal asset is land located at the Interchange Commerce Center in Harriman, New York. All of ORDEVCO's common stock is held by O&R. ORDEVCO's principal place of business is One Blue Hill Plaza, Pearl River, N.Y. 10965.

C. Consolidated Edison Solutions, Inc. ("CES") is organized and existing as a corporation under the laws of the State of New York. It is in the business of providing wholesale and retail energy and related services. It is a wholly-owned subsidiary of Claimant. Its principal place of business is 701 Westchester Avenue, Suite 201 West, White Plains, N.Y. 10604. CES has the following subsidiaries:

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1. CES has a 50% interest in Inventory Management & Distribution Company, Inc. ("IMD"), an energy marketing company, organized and existing as a corporation under the laws of Delaware. IMD's principal place of business is 5599 San Felipe, Suite 870, Houston, TX 77056. IMD is in the process of being dissolved. Its results of operation and financial position were not consolidated with those of Claimant for 2001.

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D. Consolidated Edison Development, Inc. ("CEDI") is organized and existing as a corporation under the laws of New York. It is in the business of investing in foreign and domestic energy and other infrastructure projects and marketing of Con Edison's technical services. It is a wholly-owned subsidiary of Claimant. Its principal place of business is 111 Broadway, 16th Floor, New York, N.Y. 10006. CEDI has the following subsidiaries:

1. Con Edison Development Guatemala, Ltd. ("CEDG") a corporation organized and existing under the laws of the Cayman Islands. It is in the business of investing in energy projects in Central America. It is a wholly-owned subsidiary of CEDI. Its principal place of business is c/o Maples and Calder, Attorneys-at-Law, Uglund House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, British West Indies. CEDG has the following subsidiary:

a. Energy Finance Partners of Central America ("EPCA") is a limited partnership organized and existing under the laws of the Cayman Islands. It was organized to invest in an electric power project in Guatemala. CEDG owns an approximately 99.99% interest in EPCA. EPCA's principal place of business is c/o Maples and Calder, Attorneys-at-Law, Uglund House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, British West Indies. EPCA has the following subsidiary

(i) EPCA has a 49% interest in Generadora Electrica del Norte, S.R.L., ("GENOR") a foreign utility company. See Item 4, below.

2. Consolidated Edison Leasing, Inc. ("CEL"), a corporation organized and existing under the laws of Delaware. CEL is a wholly-owned subsidiary of CEDI which has an investment in a leveraged lease transaction. CEL's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

3. Con Edison Leasing, LLC. ("CELLLC"), a limited liability company organized and existing under the laws of Delaware. CELLLC is a wholly-owned subsidiary of CEDI which has an investment in a leveraged lease transaction. CELLLC's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

4. CED Ada, Inc. ("CEDA"), a corporation organized and existing under the laws of the state of Delaware. CEDA, a wholly-owned subsidiary of CEDI, was organized to invest in a power plant in Michigan. CEDA's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006. CEDA has the following subsidiary:

a. CED/DELTA Ada, LLC. ("CDA"), a limited liability company organized and existing under the laws of Delaware. CEDA owns an approximate 96 percent interest in CDA. CDA's principal place of business is c/o Consolidated Edison

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Development, 111 Broadway, 16th Floor, New York, New York 10006. CDA has the following subsidiary:

(i) CDA owns a 49.5 percent limited partnership interest and a 0.5 percent general partnership interest in Ada Cogeneration Limited Partnership ("ACLP") which owns a 30 megawatt gas-fired qualifying cogeneration facility under the Public Utility Regulatory Policy Act of 1977 in Ada, Michigan.

5. Carson Acquisition, Inc. ("CAI"), a Corporation organized and existing under the laws of Delaware. CAI was organized to invest in a power plant in California. CAI's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006. CAI is currently inactive.

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6. CED/SCS Newington, LLC ("CED/SCS"), a Delaware limited liability company, approximately 95% of which is owned by CEDI. CED/SCS's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006. CED/SCS has the following subsidiary:

a. Newington Energy, LLC ("NELLC") a Delaware limited liability company wholly-owned by CED/SCS. NELLC is currently developing a 525 MW electric generating facility in Newington, New Hampshire, which will qualify as an exempt wholesale generator ("EWG"). See Item 4. NELLC's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006

7. CED Generation Holding Company, LLC, a Delaware limited liability company ("CED Holding") wholly-owned by CEDI. CED Holding's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006. CED Holding has the following subsidiaries:

a. CED Management Company, Inc., a Delaware corporation ("CED Management") wholly-owned by CED Holding. CED Management owns 1% of CED Operating. CED Management's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

b. CED Operating Company, L.P., a Delaware limited partnership ("CED Operating") in which CED Holding owns a 99% limited partners interest. CED Management owns a 1% limited partners interest in CED Operating and serves as its general partner. CED Operating provides operating and administrative services to Lakewood Cogeneration, L.P., a Delaware limited partnership ("Lakewood Cogen"), which owns a 236MW power plant located in Lakewood New Jersey. CED Operating's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

c. CED-Lakewood, Inc., a New York corporation ("CEDL") wholly-owned by CED Holding, which in turn owns 100% of CED Generation Lakewood Company, a Delaware corporation ("CGLC"). CEDL and CGLC each owns a 1% general partners interest in Lakewood Cogen. CEDL and CGLC's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006 principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

d. Lakewood Cogen, a Delaware limited partnership ("Lakewood") in which CED Holding has a 78% limited partner interest and CEDL and CGLC each owns a 1% general partner interest. Lakewood owns a 236 MW power plant located in

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Lakewood, New Jersey. Lakewood Cogen's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006. Lakewood is an EWG. See Item 4.

8. Ocean Peaking Power Management, Inc. ("OPPM") and Ocean Peaking Power Investors, Inc. ("OPPI"), each of which is a corporation organized and existing under the laws of Delaware, wholly-owned by CEDI. OPPM owns a 1% general partner interest, and OPPI owns a 99% limited partner interest, in Ocean Peaking Power, L.P., a Delaware limited partnership ("OPPLP" and, together with OPPM and OPPI, "OP"). OPPLP was formed in connection with the development of a 333 MW peaking power plant located on the site of the Lakewood generating plant. OP's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

9. Consolidated Edison Energy Massachusetts, Inc. ("CEEMI"), a corporation organized and existing under the laws of Delaware, wholly-owned by CEDI. CEEMI was established for the purpose of owning and operating 290 MW of generation facilities acquired from Western Massachusetts Electric Company. CEEMI's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006. See Item 4.

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10. CED-GTM 1, LLC ("CED/GTM"), a Delaware limited liability company, wholly-owned by CEDI. CED/GTM's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006. CED/GTM has the following subsidiary:

a. GTM Energy LLC ("GTM Energy"), a Delaware limited liability company in which CED/GTM has an approximately one-half interest. GTM Energy was formed to pursue opportunities to develop electric generating facilities. GTM Energy is currently inactive. GTM Energy's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

11. CEDST, LLC ("CEDST"), a Delaware limited liability company, wholly-owned by CEDI. CEDST principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006. CEDST has the following subsidiary:

a. CED 42, LLC ("CED42"), a Delaware limited liability company, wholly-owned by CEDST. CED42 and CEDST were formed to invest in a low-income housing transaction, which will generate tax credits under Section 42 of the Internal Revenue Code of 1986, as amended. CED42's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006

12. CED Rock Springs, Inc. ("CEDRS"), a corporation organized and existing under the laws of Delaware, wholly-owned by CEDI. CEDRS was formed in connection with the development of a 333 MW electric generating facility to be located in Rock Springs, Maryland. CEDRS' principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

13. Con Edison Development Guatemala Acquisition and Finance, Ltd. ("CEDGAF") a corporation organized under the laws of the Cayman Islands, wholly-owned by CEDI. CEDAF owns a .01% interest in EPCA. CEDGAF's principal place of business is Maples and Calder, Attorneys-at-Law, Ugland House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands British

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West Indies.

14. Con Edison El Salvador One, Ltd ("CEES"), a corporation organized under the laws of the Cayman Islands, wholly-owned by CEDI. CEES, which has no assets or operations, was organized in connection with a potential investment in El Salvador, which was never made. CEES' principal place of business is c/o Maples and Calder, Attorneys-at-Law, Ugland House, South Church Street, P.O. Box 309, George Town, Grand Cayman, Cayman Islands British West Indies.

E. Consolidated Edison Energy, Inc. ("CEEI"), a corporation organized and existing under the laws of the State of New York. CEEI is an energy trading company that markets specialized energy supply services to wholesale customers. CEEI is a wholly-owned subsidiary of Claimant. CEEI's principal place of business is 701 Westchester Avenue, Suite 201 West, White Plains, N.Y. 10604.

F. Consolidated Edison Communications Holding Company, Inc. ("CEC Holding") is organized and existing as a corporation under the laws of New York. Its principal place of business is 132 W. 31 Street, New York, N.Y. 10001. CEC Holding has the following subsidiaries:

1. CEC Holding Member, Inc., ("CEC Member") a corporation organized and existing under the laws of New York, wholly-owned by CEC Holding. CEC Member is the non-managing member of CECLLC. Its principal place of business is 132 W. 31 Street, New York, N.Y. 10001.

2. Con Edison Communications, Inc. ("CECI") a corporation organized and existing under the laws of New York, wholly-owned by CEC Holding. CECI is the managing member of CECLLC. Its principal place of business is 132 W. 31 Street, New York, N.Y. 10001.

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3. Consolidated Edison Communications, LLC ("CECLLC"), a limited liability company organized and existing under the laws of the State of New York. CECI owns, leases, operates or invests in facilities used for telecommunications or otherwise competes in the telecommunications industry. CEC Member has a 99% interest and CECI has a 1% interest in CECLLC. Its principal place of business is 132 W. 31 Street, New York, N.Y. 10001. CECLLC has the following subsidiary:

a. CECLLC has an 11.6% interest in NEON Communications Inc., a corporation organized and existing under the laws of Delaware, which owns all the outstanding shares of capital stock of NEON Optica, Inc., a corporation organized and existing under the laws of Delaware, (together with Neon Communications, Inc., "NEON"). NEON operates a fiber optic network ("NEON"). NEON's principal place of business is 2200 West Park Drive, Westborough, Massachusetts 01581.

G. Consolidated Edison, Inc. (originally incorporated as CWB Holdings, Inc.), a corporation organized and existing under the laws of Delaware and wholly-owned by Claimant which owns a 99% interest in each of N Acquisition LLC and X Holding LLC, each of which is a limited liability company organized and existing under the laws of Massachusetts. N Acquisition LLC owns the remaining 1% interest in X Holding LLC and X Holding LLC owns the remaining 1% interest in N Acquisition LLC. These entities were established in connection with Claimant's October 1999 agreement to acquire Northeast Utilities and are collectively referred to herein as the "Merger Subs." The Merger Subs' principal place of business is c/o Consolidated Edison, Inc., 4 Irving Place, New York, N.Y. 10003.

2. A brief description of the properties of claimant and each of its subsidiary

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public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State.

Claimant is organized and existing under the laws of New York and does not own any such utility properties. Claimant's subsidiary public utility companies are Con Edison, O&R, RECO and Pike. Con Edison and O&R are organized and existing under the laws of New York. RECO and Pike are organized and existing under the laws of New Jersey and Pennsylvania, respectively.

Con Edison owns approximately 629 MW of electric generating facilities, consisting of steam-electric generating plants located in New York City, New York.

At December 31, 2001, Con Edison's transmission system had approximately 432 miles of overhead circuits operating at 138, 230, 345 and 500 kilovolts and approximately 381 miles of underground circuits operating at 138 and 345 kilovolts. There are approximately 267 miles of radial subtransmission circuits operating at 138 kilovolts. The company's transmission substations, supplied by circuits operated at 69 kilovolts and above, have a total transformer capacity of approximately 15,731 megavolt amperes. The company's transmission facilities are located in New York City and Westchester, Orange, Rockland, Putnam and Dutchess counties in New York State.

Con Edison has transmission interconnections with Niagara Mohawk, Central Hudson Gas & Electric Corporation, O&R, New York State Electric and Gas Corporation, Connecticut Light and Power Company, Long Island Lighting Company, NYPA and Public Service Electric and Gas Company.

Con Edison owns various distribution substations and facilities located throughout New York City and Westchester County. At December 31, 2001, the company's distribution system had a transformer capacity of approximately 20,300 megavolt amperes, approximately 32,657 miles of overhead distribution lines and approximately 89,392 miles of underground distribution lines.

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Natural gas is delivered by pipeline to Con Edison at various points in its service territory and is distributed to customers by the company through approximately 4,241 miles of mains and 369,603 service lines. The company owns a natural gas liquefaction facility and storage tank at its Astoria property in Queens, New York. The plant can store approximately 1,000 mdth of which a maximum of about 250 mdth can be withdrawn per day. The company has about 1,230 mdth of additional natural gas storage capacity at a field in upstate New York, owned and operated by Honeoye Storage Corporation, a corporation 28.8 percent owned by Con Edison.

O&R, RECO and Pike own, in whole or in part, transmission and distribution facilities which include 602 circuit miles of transmission lines, 14 transmission substations (with a total transformer capacity of 3,762 megavolt amperes), 58 distribution substations (with a total transformer capacity of 1,867 megavolt amperes), 90,826 in-service line transformers, 5,085 pole miles of overhead distribution lines and 2,574 miles of underground distribution lines. O&R and Pike own their gas distribution systems, which include 1,782

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miles of mains.

3. The following information for the last calendar year with respect to claimant and each of its subsidiary public utility companies:

(a) Number of kwh. of electric energy sold (at retail or wholesale), and Mcf. of natural or manufactured gas distributed at retail.

	Electric (kwhrs) Retail	Electric (kwhrs) Wholesale	Gas (Dth) Retail
Claimant	None	None	None
Con Edison	31,999,746,000	496,925,000	223,344,305
O&R	2,927,591,041	None	40,359,874
RECO	1,460,674,877	None	N/A
Pike	61,345,154	None	125,829

(b) Number of kwh. of electric energy and Mcf. of natural or manufactured gas distributed at retail outside the State in which each such company is organized.

	Electric (kwhrs)	Gas (Dth)
Claimant	None	None
Con Edison	None	None
O&R	None	None
RECO	None	N/A
Pike	None	None

(c) Number of kwh. of electric energy and Mcf. of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.

	Electric (kwhrs)	Gas (Dth)
Claimant	None	None
Con Edison	9,580,000	3,686,317*
O&R	None**	958,529**
RECO	None	N/A
Pike	None	None

\* Includes gas sold to energy service companies at the pipeline metering facilities in New York.

\*\*Excludes energy purchased sold to RECO or Pike.

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(d) Number of kwh. of electric energy and Mcf. of natural or manufactured gas purchased outside the State in which each such company is organized or at the State line.

	Electric (kwhrs)	Gas (Dth)
Claimant	None	None
Con Edison	220,406,000	263,830,008*
O&R	None	*
RECO	1,588,229,330**	N/A
Pike	68,396,557**	**



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\* Includes gas purchased from energy service companies operating in New York pursuant to balancing obligations and gas purchased at the pipeline's metering facilities in New York. Gas is purchased jointly for Con Edison and O&R with costs allocated based upon throughput and other factors.

\*\* RECO and Pike purchase energy from O&R at state line.

4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

(a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

Generadora Electrica del Norte, Limitada ("GENOR") is a foreign utility company, organized and existing as a Sociedad de Responsabilidad Limitada under the laws of Guatemala. GENOR owns and operates a 40 megawatt electric generating facility in the city of Puerto Barrios, Department of Izabel, Republic of Guatemala. Electric energy generated by the facility is sold to industrial and wholesale customers in Guatemala. The company's principal place of business is Edificio Murona Center, Oficina 1001, 14 Calle 3-51, Zona 10, Guatemala, CA 01010.

Newington Energy, LLC, ("NELLC"), a Delaware limited liability company, which is currently developing a 525 MW electric generating facility in Newington, New Hampshire, which will qualify as an EWG. The company's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

Consolidated Edison Energy Massachusetts, Inc. ("CEEMI"), a corporation organized and existing under the laws of Delaware, wholly-owned by CEDI. CEEMI was established for the purpose of owning and operating 290 MW of generation facilities acquired from Western Massachusetts Electric Company. CEEMI's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

Lakewood Cogen, a Delaware limited partnership ("Lakewood") in which CED Holding has a 78% limited partner interest and CEDL and CGLC each owns a 1% general partner interest. Lakewood owns a 236 MW power plant located in Lakewood, New Jersey. Lakewood Cogen's principal place of business is c/o Consolidated Edison Development, 111 Broadway, 16th Floor, New York, New York 10006.

(b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.

Claimant owns 100% of CEDI. CEDI owns 100% of CEDG, which owns 99.99% of EPCA. CEDI owns 100% of CEDGAF, which owns 0.01% of EPCA. EPCA owns 49% of GENOR.

Claimant owns 100% of CEDI, which owns 95% of CED/SCS, which owns 100% of NELLC.

Claimant owns 100% of CEDI, which owns 100% of CEEMI.

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Claimant owns 100% of CEDI, which owns 100% of CED Holding, which owns 80% of Lakewood (78% directly and 2% indirectly through 100% ownership in CEDL and CGLC which own 1% each).

- (c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

At December 31, 2001, Claimant, directly or indirectly, had capital invested, including loans, in GENOR, NELLC, CEEMI and Lakewood of \$11.9 million, \$0, \$52.2 million and \$102.6 million, respectively. Claimant's investment in GENOR is in the form of an Aporaciones de Capital interest (similar to a limited liability company interest). Claimant's investment in NELLC is in the form of a limited liability company investment. Claimant's investment in CEMI is that of a stockholder. Claimant's investment in Lakewood is in the form of a limited partnership interest.

NELLC entered into an operating lease arrangement with a limited partnership (Lessor) to finance the purchase, installation, assembly and construction of a 525 MW gas-fired electric generating facility under construction in Newington, New Hampshire (Newington Project). The limited partnership is a special-purpose entity and has an aggregate financing commitment from third-party equity and debt participants of approximately \$353 million. In accordance with SFAS No. 13 "Accounting for Leases" and related EITF issues (including EITF Issue No. 90-15, "Impact of Non-substantive Lessors, Residual Value Guarantees, and Other Provisions in Leasing Transactions" and EITF Issue No. 97-10, "The Effect of Lessee Involvement in Asset Construction"), the Newington Project and the related lease obligations are not included on Con Edison's consolidated balance sheet. The Lessor has appointed NELLC as construction agent responsible for completing construction of the Project by no later than June 2003. The initial lease term is approximately eight years, beginning at the date of construction completion, which is expected to be July 2002. At the end of the lease term (June 2010), NELLC has the option to extend the lease or purchase the project for the then outstanding amounts expended by the Lessor for the project. If the NELLC chooses not to extend the lease or acquire the project, then Claimant will guarantee a residual value of the Newington Project for an amount not to exceed \$239.7 million. NELLC would also have contingent payment obligations to the Lessor if an event of default should occur during either the construction period or the lease period. If NELLC defaults, then its obligation would equal up to 100% of the Lessor's investment in the Newington Project, which could exceed the aforementioned residual value guarantee. At December 31, 2001, project costs were approximately \$305 million. NELLC's payment and performance obligations relating to the Newington Project are fully and unconditionally guaranteed by Claimant.

Future minimum rental payments as of December 31, 2001 are approximately as follows:

(Millions of Dollars)

2002

\$ 16.6

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2003	33.2
2004	33.2
2005	33.2
2006	33.2
Thereafter	116.1
Total	\$265.4

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CEDI issued standby/documentary letters of credit to support certain obligations relating to the operations of the Lakewood project. These letters of credit which are payable on demand, collateralize the company's obligations to third parties and are irrevocable and non-renewable. The outstanding letters of credit as of December 31, 2001 was \$7 million.

CEGD has issued a guarantee to support certain obligations relating to the operations of the GENOR project. This guarantee has a maximum amount that cannot exceed \$2.0 million, is payable on demand, and supports GENOR's obligations to a third party.

- (d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

GENOR's capitalization was \$48.8 million at September 30, 2001 and it had net loss of \$13,000 for the twelve months ended September 30, 2001. Claimant does not have more recent such information.

NELLC's capitalization was \$2.5 million at December 31, 2001 and it had net income of \$2.5 million for the year then ended.

CEEMI's capitalization was \$48.8 million at December 31, 2001 and it had net income of \$2.5 for the year then ended.

Lakewood's capitalization was \$247.8 million at December 31, 2001 and it had net income of \$5.6 million for the year then ended.

- (e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

CEEI markets electricity generated by CEEMI and CEDI and certain other companies provide certain services to CEMI. The fees and revenues from such arrangements are not material to Claimant.

### EXHIBIT A

A consolidating statement of income and surplus of the claimant and its subsidiary companies for the last calendar year, together with a consolidating balance sheet of claimant and its subsidiary companies as of the close of such calendar year.

The consolidating financial statements are attached hereto as Exhibit A.

### EXHIBIT B

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding-company system.

An organization chart is attached hereto as Exhibit B.

11

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 28th day of February 2002.

CONSOLIDATED EDISON, INC.

By: /s/ Edward J. Rasmussen  
Edward J. Rasmussen  
Vice President and Controller

Name, title, and address of officer to whom notices and correspondence concerning this statement should be addressed:

Peter A. Irwin  
Vice President - Legal Services  
Consolidated Edison Company of New York, Inc.  
4 Irving Place  
New York, N.Y. 10003

Consolidated Edison, Inc.  
Consolidated Balance Sheet - December 31, 2001

	CEI		CECoNY	
ASSETS				
Utility Plant				
Electric	\$	-	\$10,441,778,854.74	\$
Gas		-	2,113,664,662.44	
Steam		-	758,599,664.75	
General		-	1,241,746,260.63	
<hr style="border-top: 1px dashed black;"/>				
Total		-	14,555,789,442.56	1,
Accumulated depreciation-utility plant		-	(4,083,760,307.41)	(
<hr style="border-top: 1px dashed black;"/>				
Net		-	10,472,029,135.15	
Construction Work in Progress		-	626,835,319.59	
Nuclear fuel assemblies less amortization		-	0.00	
<hr style="border-top: 1px dashed black;"/>				
Net Utility Plant		-	11,098,864,454.74	
<hr style="border-top: 1px dashed black;"/>				
Non-utility Plant				

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Unregulated generating assets	-	-	-
Accumulated depreciation-Non-Utility plant	-	-	-
-----			
Total	-	-	-
Non-utility property less accumulated depreciation	-	29,408,261.76	-
-----			
Net Plant	-	11,128,272,716.50	-
-----			
Cash	182,742.13	55,856,363.35	-
Temporary cash investments	239,753.90	208,919,652.50	-
Restricted Cash	-	69,823,000.00	-
Accounts receivable - customers	-	557,035,431.38	-
Allowance for uncollectible accounts	-	(29,400,000.00)	-
Accounts receivable - other	3,065,995.45	91,814,469.38	-
Materials and supplies - fuel	-	16,718,709.04	-
Materials and supplies - other	-	82,301,408.19	-
Natural gas in storage	-	85,533,674.24	-
Prepayments - taxes	-	9,570,274.39	-
Prepayments - other	-	49,057,532.18	-
Special deposits	-	30,879,437.18	-
Other current and accrued assets	69,822,779.26	(67,455,690.70)	-
-----			
Total Current Assets	73,311,270.74	1,160,654,261.13	-
-----			
Non-utility property less accumulated depreciation	-	-	-
Nuclear decommissioning trust fund	-	0.00	-
Other Investments - other	6,434,480,003.39	4,950,064.70	-
-----			
Total Investments	6,434,480,003.39	4,950,064.70	-
-----			
Unamortized debt expense	-	144,768,718.63	-
Accrued pension credits	-	697,807,000.00	-
Regulatory study costs	-	-	-
Preliminary survey and investigation charges	-	-	-
Clearing accounts	-	-	-
Deferred charges	-	757,740,103.48	-
Goodwill	409,404,213.00	-	-
Non-current assets - other	-	-	-
Regulatory asset - future federal income taxes	-	624,625,000.00	-
-----			
TOTAL ASSETS	\$6,917,195,487.13	\$14,518,817,864.44	\$1,000,000,000.00
=====			
LIABILITIES			
Common Equity			
Common Stock Issued	\$ 23,548,809.40	\$ 588,720,235.00	\$ -
Other Paid-in Capital, Premium on Common Stock	1,444,849,541.34	879,678,115.74	-
Gain on Resale of Reacquired Capital Stock	-	13,943,328.01	-
Accumulated other comprehensive income	(27,556,173.93)	(4,471,753.56)	-
Capital Stock Expense - Common Stock	(31,755,003.79)	(31,755,003.79)	-
Capital Stock Expense - Preferred Stock	-	(3,791,935.50)	-
Treasury Stock	(31,162,390.78)	(965,447,491.50)	-
Retained Earnings	5,254,619,890.06	4,185,574,586.87	-
-----			
Total Common Equity	6,632,544,672.30	4,662,450,081.27	-
Preferred Stock	-	249,612,527.00	-
-----			
Total Capital Stock and Retained Earnings	6,632,544,672.30	4,912,062,608.27	-
-----			
Long-Term Debt	-	5,037,060,000.00	-
Unamortized Premium (Discount)	-	(25,308,155.74)	-
-----			

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Total Long-Term Debt	-	5,011,751,844.26	
-----			
Total Capitalization	6,632,544,672.30	9,923,814,452.53	
-----			
Noncurrent Liabilities			
Obligations Under Capital Leases	-	41,088,000.00	
Accumulated Provision for Injuries & Damages	-	163,632,144.09	
Provision for Rate Refunds	-	-	
Minority interest in consolidated subsidiaries	-	-	
Pension and Benefits Reserve	-	101,758,688.00	
Uranium Decommissioning Fund	-	12,187,344.60	
Other	-	-	
-----			
Total Noncurrent Liabilities	-	318,666,176.69	
-----			
Current Liabilities			
Long-Term Debt Due Within One Year	-	300,000,000.00	
Notes Payable-commercial paper	159,174,643.13	-	
Notes Payable-other	48,959,289.71	-	
Accounts Payable	77,168,858.93	601,490,577.68	
Customer Deposits	-	204,872,735.81	
Accrued Income Taxes	(2,149,008.00)	125,221,665.64	
Other Accrued Taxes	267,341.19	16,037,724.32	
Interest Accrued	(274,073.54)	73,311,112.27	
Dividends Declared	-	6,776,841.72	
Matured Long-Term Debt and Interest	-	275,562.31	
Miscellaneous Current and Accrued Liabilities	4,084,800.90	334,233,866.76	
-----			
Total Current Liabilities	287,231,852.32	1,662,220,086.51	
-----			
Accumulated Deferred Federal Income Tax	(2,582,929.00)	1,467,923,322.59	
Deferred Tax Liability - Future Federal Income Taxes	-	554,716,000.00	
-----			
Total Accumulated Deferred Federal Income Tax	(2,582,929.00)	2,022,639,322.59	
Accumulated Deferred Investment Tax Credits	-	111,925,000.00	
Other Deferred Credits	1,891.51	479,552,826.12	
-----			
Total Future FIT & Other Deferred Credits	(2,581,037.49)	2,614,117,148.71	
-----			
TOTAL LIABILITIES	\$6,917,195,487.13	\$14,518,817,864.44	\$1,
=====			
Asset vs. Liability Variation	0.00	0.00	
	Development	Energy	So
ASSETS			
Utility Plant			
Electric	\$ -	\$ -	\$ -
Gas	-	-	-
Steam	-	-	-
General	-	-	-
-----			
Total	-	-	-
Accumulated depreciation-utility plant	-	-	-
-----			
Net	-	-	-
Construction Work in Progress	-	-	-
Nuclear fuel assemblies less amortization	-	-	-
-----			
Net Utility Plant	-	-	-

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-----		
Non-utility Plant		
Unregulated generating assets	312,328,382.93	-
Accumulated depreciation-Non-Utility plant	(21,289,166.64)	-
-----		
Total	291,039,216.29	-
Non-utility property less accumulated depreciation	252,268.30	1,005,792.74
-----		
Net Plant	291,291,484.59	1,005,792.74
-----		
Cash	5,640,916.44	(1,132,584.10)
Temporary cash investments	-	3,525,295.28
Restricted Cash	-	-
Accounts receivable - customers	-	-
Allowance for uncollectible accounts	-	-
Accounts receivable - other	39,507,861.32	71,852,742.54
Materials and supplies - fuel	1,496,979.38	-
Materials and supplies - other	3,111,792.86	-
Natural gas in storage	-	-
Prepayments - taxes	-	-
Prepayments - other	852,293.23	206,455.79
Special deposits	-	887,621.43
Other current and accrued assets	-	3,869,634.17
-----		
Total Current Assets	50,609,843.23	79,209,165.11
-----		
Non-utility property less accumulated depreciation	-	-
Nuclear decommissioning trust fund	-	-
Other Investments - other	196,620,314.69	-
-----		
Total Investments	196,620,314.69	-
-----		
Unamortized debt expense	-	-
Accrued pension credits	-	-
Regulatory study costs	-	-
Preliminary survey and investigation charges	-	-
Clearing accounts	-	-
Deferred charges	85,782,550.89	731,598.21
Goodwill	34,142,606.12	-
Non-current assets - other	68,737,590.16	-
Regulatory asset - future federal income taxes	-	-
-----		
TOTAL ASSETS	\$ 727,184,389.68	\$ 80,946,556.06
=====		

LIABILITIES

Common Equity		
Common Stock Issued	\$ 20,000.00	\$ 10.00
Other Paid-in Capital, Premium on Common Stock	285,653,331.97	15,000,000.00
Gain on Resale of Reacquired Capital Stock	-	-
Accumulated other comprehensive income	(3,353,944.96)	-
Capital Stock Expense - Common Stock	-	-
Capital Stock Expense - Preferred Stock	-	-
Treasury Stock	-	-
Retained Earnings	37,899,389.75	8,708,306.56
-----		
Total Common Equity	320,218,776.76	23,708,316.56
Preferred Stock	-	-
-----		
Total Capital Stock and Retained Earnings	320,218,776.76	23,708,316.56
-----		
Long-Term Debt	153,695,001.00	-

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Unamortized Premium (Discount)	-	-
Total Long-Term Debt	153,695,001.00	-
Total Capitalization	473,913,777.76	23,708,316.56
Noncurrent Liabilities		
Obligations Under Capital Leases	-	-
Accumulated Provision for Injuries & Damages	-	-
Provision for Rate Refunds	-	-
Minority interest in consolidated subsidiaries	9,521,877.99	-
Pension and Benefits Reserve	-	-
Uranium Decommissioning Fund	-	-
Other	8,461,037.61	-
Total Noncurrent Liabilities	17,982,915.60	-
Current Liabilities		
Long-Term Debt Due Within One Year	10,950,000.00	-
Notes Payable-commercial paper	-	-
Notes Payable-other	119,262,000.00	-
Accounts Payable	7,943,844.44	30,060,717.46
Customer Deposits	-	-
Accrued Income Taxes	(5,941,517.76)	3,877,659.37
Other Accrued Taxes	-	-
Interest Accrued	-	-
Dividends Declared	-	-
Matured Long-Term Debt and Interest	-	-
Miscellaneous Current and Accrued Liabilities	4,419,339.17	23,299,862.67
Total Current Liabilities	136,633,665.85	57,238,239.50
Accumulated Deferred Federal Income Tax	98,654,030.47	-
Deferred Tax Liability - Future Federal Income Taxes	-	-
Total Accumulated Deferred Federal Income Tax	98,654,030.47	-
Accumulated Deferred Investment Tax Credits	-	-
Other Deferred Credits	-	-
Total Future FIT & Other Deferred Credits	98,654,030.47	-
TOTAL LIABILITIES	\$ 727,184,389.68	\$ 80,946,556.06
Asset vs. Liability Variation	0.00	0.00

	Eliminations	Purchase Acctg
ASSETS		
Utility Plant		
Electric	\$ -	\$ -
Gas	-	-
Steam	-	-
General	-	-
Total	-	-
Accumulated depreciation-utility plant	-	-
Net	-	-



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Construction Work in Progress	-	-
Nuclear fuel assemblies less amortization	-	-
-----		
Net Utility Plant	-	-
-----		
Non-utility Plant		
Unregulated generating assets	-	-
Accumulated depreciation-Non-Utility plant	-	-
-----		
Total	-	-
Non-utility property less accumulated depreciation	-	-
-----		
Net Plant	-	-
-----		
Cash	-	-
Temporary cash investments	-	-
Restricted Cash	-	-
Accounts receivable - customers	(32,973.89)	-
Allowance for uncollectible accounts	-	-
Accounts receivable - other	(135,606,043.17)	-
Materials and supplies - fuel	-	-
Materials and supplies - other	-	-
Natural gas in storage	-	-
Prepayments - taxes	-	-
Prepayments - other	-	-
Special deposits	-	-
Other current and accrued assets	-	-
-----		
Total Current Assets	(135,639,017.06)	-
-----		
Non-utility property less accumulated depreciation	-	-
Nuclear decommissioning trust fund	-	-
Other Investments - other	(6,428,439,933.34)	-
-----		
Total Investments	(6,428,439,933.34)	-
-----		
Unamortized debt expense	-	-
Accrued pension credits	-	-
Regulatory study costs	-	-
Preliminary survey and investigation charges	-	-
Clearing accounts	-	-
Deferred charges	-	(3,602,672.94)
Goodwill	-	-
Non-current assets - other	-	-
Regulatory asset - future federal income taxes	-	-
-----		
TOTAL ASSETS	\$ (6,564,078,950.40)	\$ (3,602,672.94)
=====		
LIABILITIES		
Common Equity		
Common Stock Issued	\$ (593,765,245.00)	\$ -
Other Paid-in Capital, Premium on Common Stock	(1,577,773,247.52)	-
Gain on Resale of Reacquired Capital Stock	-	-
Accumulated other comprehensive income	27,556,173.93	-
Capital Stock Expense - Common Stock	31,755,003.79	-
Capital Stock Expense - Preferred Stock	-	-
Treasury Stock	-	-
Retained Earnings	(4,316,212,618.54)	(3,602,672.94)
-----		
Total Common Equity	(6,428,439,933.34)	(3,602,672.94)
Preferred Stock	-	-

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Total Capital Stock and Retained Earnings	(6,428,439,933.34)	(3,602,672.94)
Long-Term Debt	-	-
Unamortized Premium (Discount)	-	-
Total Long-Term Debt	-	-
Total Capitalization	(6,428,439,933.34)	(3,602,672.94)
Noncurrent Liabilities		
Obligations Under Capital Leases	-	-
Accumulated Provision for Injuries & Damages	-	-
Provision for Rate Refunds	-	-
Minority interest in consolidated subsidiaries	-	-
Pension and Benefits Reserve	-	-
Uranium Decommissioning Fund	-	-
Other	-	-
Total Noncurrent Liabilities	-	-
Current Liabilities		
Long-Term Debt Due Within One Year	-	-
Notes Payable-commercial paper	-	-
Notes Payable-other	-	-
Accounts Payable	(135,617,742.69)	-
Customer Deposits	-	-
Accrued Income Taxes	-	-
Other Accrued Taxes	-	-
Interest Accrued	(40,716.87)	-
Dividends Declared	19,442.50	-
Matured Long-Term Debt and Interest	-	-
Miscellaneous Current and Accrued Liabilities	-	-
Total Current Liabilities	(135,639,017.06)	-
Accumulated Deferred Federal Income Tax	-	-
Deferred Tax Liability - Future Federal Income Taxes	-	-
Total Accumulated Deferred Federal Income Tax	-	-
Accumulated Deferred Investment Tax Credits	-	-
Other Deferred Credits	-	-
Total Future FIT & Other Deferred Credits	-	-
TOTAL LIABILITIES	\$ (6,564,078,950.40)	\$ (3,602,672.94)
Asset vs. Liability Variation	0.00	0.00

CONSOLIDATED BALANCE SHEET - ORANGE AND ROCKLAND UTILITIES  
FOR THE YEAR ENDED 12/31/2001

Orange & Rockland	Rockland Electric Company
-------------------	------------------------------

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NET UTILITY PLANT		
Utility Plant	929,944,338.43	169,258,821.31
Accumulated Depreciation	(323,619,666.82)	(62,944,623.98)
CWIP	25,892,937.27	1,333,458.82
-----		
Net Utility Plant	632,217,608.88	107,647,656.15
-----		
CURRENT ASSETS		
Cash	820,823.47	792,976.84
Temporary Investments	19,425,107.02	611,988.64
Accounts Receivable - Customers	37,886,056.61	8,428,017.47
Allowance for Uncollectible Accounts - Customer	(2,450,000.00)	(125,000.00)
Other Accounts Receivable	5,035,495.95	995,866.85
Allowance for Uncollectible Accounts - Other	(625,000.00)	(235,000.00)
Unbilled Revenues	15,515,422.45	4,698,194.44
Receivables from Associated Companies	21,877,993.22	4,715,281.00
Other M & S Stock	4,362,365.17	1,123,781.28
Gas in Storage	21,226,894.38	0.00
Prepaid Property Taxes	9,581,714.70	30,755.62
Other Prepaid Taxes	1,534,741.83	4,925,096.49
Other Prepayments	1,328,798.86	166,851.16
Special Deposits	1,000.00	6,000.00
Other Current and Accrued Assets	11,532,293.80	0.00
-----		
Total Current Assets	147,053,707.46	26,134,809.79
-----		
Other Property and Investments	142,341,078.71	2,810.30
-----		
DEFERRED DEBITS		
Deferred Fuel Costs	10,313,129.45	77,091,861.15
Unamortized Debt Expense	7,673,870.95	1,028,581.50
Miscellaneous Work in Progress	4,001,652.56	399,073.64
Preliminary Survey	59,149.89	0.00
Recoverable Income Tax	27,575,679.00	7,119,944.00
Extraordinary Property Loss	-	1,427,403.03
Deferred Revenue Taxes	3,762,347.63	3,089,467.13
Deferred Pension and OPEB	26,233,840.80	13,086,735.01
R & D Investment	(435,467.09)	99,522.50
Deferred Environmental Remediation Costs	40,473,708.55	0.00
Other_Regulatory_Assets	14,369,703.48	12,903,228.51
Clearing Accounts	0.00	0.00
Hedges on Energy Trading	1,002,400.00	0.00
Misc Deferred Debits	5,954,500.68	-
-----		
Total Deferred Debits	140,984,515.90	116,245,816.47
-----		
Total Assets	1,062,596,910.95	250,031,092.71
=====		

	Total	Eliminations
	-----	-----
NET UTILITY PLANT		
Utility Plant	1,108,267,250.54	(227,527.71)
Accumulated Depreciation	(389,233,718.36)	0.00
CWIP	27,271,455.54	0.00
-----		
Net Utility Plant	746,304,987.72	(227,527.71)
-----		

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CURRENT ASSETS		
Cash	1,636,517.46	0.00
Temporary Investments	20,038,781.46	(19,890,368.39)
Accounts Receivable - Customers	46,996,459.90	0.00
Allowance for Uncollectible Accounts - Customer	(2,625,000.00)	0.00
Other Accounts Receivable	6,032,194.07	(5,823.90)
Allowance for Uncollectible Accounts - Other	(860,325.00)	0.00
Unbilled Revenues	20,655,197.70	0.00
Receivables from Associated Companies	26,738,744.22	(26,738,744.22)
Other M & S Stock	5,562,870.27	0.00
Gas in Storage	21,226,894.38	0.00
Prepaid Property Taxes	9,615,914.02	0.00
Other Prepaid Taxes	6,651,996.32	0.00
Other Prepayments	1,500,725.00	0.00
Special Deposits	7,000.00	0.00
Other Current and Accrued Assets	11,532,293.80	0.00
-----		
Total Current Assets	174,710,263.60	(46,634,936.51)
-----		
Other Property and Investments	142,365,075.38	(139,738,699.00)
DEFERRED DEBITS		
Deferred Fuel Costs	87,513,645.67	0.00
Unamortized Debt Expense	8,932,695.60	0.00
Miscellaneous Work in Progress	4,423,595.28	0.00
Preliminary Survey	71,230.29	0.00
Recoverable Income Tax	35,265,572.00	0.00
Extraordinary Property Loss	1,427,403.03	0.00
Deferred Revenue Taxes	6,851,814.76	0.00
Deferred Pension and OPEB	39,598,910.21	0.00
R & D Investment	(335,944.59)	0.00
Deferred Environmental Remediation Costs	40,473,708.55	0.00
Other Regulatory Assets	27,381,264.44	0.00
Clearing Accounts	0.00	0.00
Hedges on Energy Trading	1,002,400.00	0.00
Misc Deferred Debits	5,954,501.18	0.00
-----		
Total Deferred Debits	258,560,796.42	-
-----		
Total Assets	1,321,941,123.12	(186,601,163.22)
=====		

CONSOLIDATED BALANCE SHEET - ORANGE AND ROCKLAND UTILITIES  
FOR THE YEAR ENDED 12/31/2001

	Orange & Rockland	Rockland Electric Company
	-----	-----
COMMON EQUITY		
Common Stock	32,550.00	11,200,000.00
Premium on Stock	194,498,786.94	-
Retained Earnings	168,664,951.67	109,511,608.27
Other Comprehensive Income	(10,904,777.03)	0.00
-----		
Common Equity	352,291,511.58	120,711,608.27
-----		

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LONG-TERM DEBT		
Long-Term Debt	-	20,000,000.00
Other Long-Term Debt	314,000,000.00	-
Unamortized Premium (Discount)	(1,411,610.91)	(17,791.47)
-----		
Total Long-Term Debt	312,588,389.09	19,982,208.53
-----		
Total Capitalization	664,879,900.67	140,693,816.80
-----		
NONCURRENT LIABILITIES		
Provision for Injuries and Damages	11,987,523.09	45,000.00
Provision for Rate Refunds	6,558,324.91	0.00
Pension and Benefits Reserve	73,286,274.55	12,056,906.91
-----		
Noncurrent Liabilities	91,832,122.55	12,101,906.91
-----		
CURRENT LIABILITIES		
Accounts Payable	51,803,845.71	960,454.26
Accounts Payable From Associated Companies	8,440,777.68	20,373,622.18
Notes Payable	36,490,368.39	0.00
Customer Deposits	7,139,699.05	1,813,964.43
Accrued FIT	130,648.94	(0.00)
Other Accrued Taxes	2,889,521.35	237,074.00
Interest Accrued	6,247,971.73	653,975.48
Accrued Environmental Cost	38,416,970.77	0.00
Other Current Liabilities	6,877,798.49	-
-----		
Current Liabilities	158,437,602.11	24,039,090.35
-----		
DEFERRED CREDITS		
Accumulated Deferred Income Taxes	48,818,449.37	40,606,331.96
Deferred Tax Liabilities-Future Income Taxes	27,575,679.00	7,119,944.00
Deferred ITC	4,751,862.00	1,623,940.00
Pension and other Benefits	2,187,213.18	3,985,968.40
Fuel Recoveries	27,688,945.58	17,123,380.72
Competition Enhancement Funds	10,148,560.00	0.00
Gain on Divesture	4,464,010.06	1,683,516.69
Other Regulatory Liabilities	7,475,227.95	996,000.00
Other Deferred Credits	14,337,338.48	57,196.88
-----		
Deferred Credits	147,447,285.62	73,196,278.65
-----		
Total Capital and Liabilities	1,062,596,910.95	250,031,092.71
=====		
	Includes Clove and ORDEVCO	Includes Enserve and SRH
	Total	Eliminations
	----	-----
COMMON EQUITY		
Common Stock	11,369,550.00	(1 1,364,550.00)
Premium on Stock	194,498,786.94	2.87
Retained Earnings	280,394,255.41	(128,601,779.48)
Other Comprehensive Income	(10,904,777.03)	0.00
-----		
Common Equity	475,357,815.32	(139,966,326.61)
-----		
LONG-TERM DEBT		

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Long-Term Debt	23,200,000.00	0.00
Other Long-Term Debt	314,000,000.00	0.00
Unamortized Premium (Discount)	(1,429,402.38)	0.00
<b>Total Long-Term Debt</b>	<b>335,770,597.62</b>	<b>-</b>
<b>Total Capitalization</b>	<b>811,128,412.94</b>	<b>(139,966,326.61)</b>
<b>NONCURRENT LIABILITIES</b>		
Provision for Injuries and Damages	12,032,523.09	0.00
Provision for Rate Refunds	6,586,324.91	0.00
Pension and Benefits Reserve	85,607,406.81	0.00
<b>Noncurrent Liabilities</b>	<b>104,226,254.81</b>	<b>-</b>
<b>CURRENT LIABILITIES</b>		
Accounts Payable	52,817,971.69	0.00
Accounts Payable From Associated Companies	29,858,326.81	(26,744,468.22)
Notes Payable	36,490,368.39	(19,890,368.39)
Customer Deposits	9,247,876.68	0.00
Accrued FIT	130,648.94	0.00
Other Accrued Taxes	3,171,055.33	0.00
Interest Accrued	6,967,743.06	0.00
Accrued Environmental Cost	38,416,970.77	0.00
Other Current Liabilities	6,877,798.49	0.00
<b>Current Liabilities</b>	<b>183,978,760.16</b>	<b>(46,634,836.61)</b>
<b>DEFERRED CREDITS</b>		
Accumulated Deferred Income Taxes	89,842,092.33	0.00
Deferred Tax Liabilities-Future Income Taxes	35,265,572.00	0.00
Deferred ITC	6,425,361.00	0.00
Pension and other Benefits	6,173,181.58	0.00
Fuel Recoveries	45,008,045.39	0.00
Competition Enhancement Funds	10,148,560.00	0.00
Gain on Divestiture	6,246,134.32	0.00
Other Regulatory Liabilities	8,997,890.32	0.00
Other Deferred Credits	14,500,858.27	0.00
<b>Deferred Credits</b>	<b>222,607,695.21</b>	<b>-</b>
<b>Total Capital and Liabilities</b>	<b>1,321,941,123.12</b>	<b>(186,601,163.22)</b>

Consolidated Edison Development, Inc.  
 Consolidating Balance Sheet  
 For The Period Ended December 31, 2001

CEI	
Consolidated	
Edison	
Development, Inc	
Consolidated	Elimination
-----	-----

ASSETS

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A100 Utility Plant	312,328,382.93	-
A150 Accumulated depreciation	(21,289,166.64)	-
-----		
Net utility plant	291,039,216.29	-
-----		
A160 Construction Work in Progress		
A170 Nuclear fuel assemblies less amortization		
-----		
Net Utility Plant	291,039,216.29	-
-----		
A200 Cash	5,640,916.44	-
A210 Temporary cash investments	17,651,193.32	-
A220 Accounts receivable - customers		-
A230 Allowance for uncollectible accounts		-
A240 Accounts receivable - other	21,856,668.00	(92,082,293.62)
A250 Materials and supplies - fuel		-
A255 Materials and supplies - other	4,608,772.24	-
A260 Natural gas in storage		-
A270 Prepayments - taxes		-
A271 Prepayments - other	852,293.23	-
A280 Special deposits	46,967,649.45	-
A290 Other current and accrued assets	21,769,940.71	-
-----		
Total Current Assets	119,347,433.39	(92,082,293.62)
-----		
A300 Non-utility property less accumulated depreciation	252,268.30	-
A310 Nuclear decommissioning trust fund		-
A350 Other Investments - other	196,620,314.69	(304,687,430.62)
-----		
Total Investments	196,872,582.99	(304,687,430.62)
-----		
A400 Unamortized debt expense		
A405 Regulatory study costs		
A410 Preliminary survey and investigation charges		
A415 Clearing accounts		
A420 Deferred charges	119,925,157.01	-
A490 Regulatory asset - future federal income taxes		
-----		
TOTAL ASSETS	727,184,389.68	(396,769,724.24)
=====		

	Consolidated	Edison
	Edison	Leasing
	Development Inc.	Consolidated
	-----	

ASSETS

A100 Utility Plant	119,262,000.00
A150 Accumulated depreciation	

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Net utility plant	119,262,000.00	-
A160 Construction Work in Progress		
A170 Nuclear fuel assemblies less amortization		
Net Utility Plant	119,262,000.00	-
A200 Cash	1,301,672.52	-
A210 Temporary cash investments	14,718,813.66	-
A220 Accounts receivable - customers		
A230 Allowance for uncollectible accounts		
A240 Accounts receivable - other	27,979,971.84	36,214,456.41
A250 Materials and supplies - fuel		
A255 Materials and supplies - other	-	-
A260 Natural gas in storage		
A270 Prepayments - taxes		
A271 Prepayments - other	13,574.01	-
A280 Special deposits	46,967,649.45	-
A290 Other current and accrued assets	-	-
Total Current Assets	90,981,681.48	36,214,456.41
A300 Non-utility property less accumulated depreciation	178,434.79	-
A310 Nuclear decommissioning trust fund		
A350 Other Investments - other	309,290,709.31	79,401,768.00
Total Investments	309,469,144.10	79,401,768.00
A400 Unamortized debt expense		
A405 Regulatory study costs		
A410 Preliminary survey and investigation charges		
A415 Clearing accounts		
A420 Deferred charges	-	-
A490 Regulatory asset - future federal income taxes		
TOTAL ASSETS	519,712,825.58	115,616,224.41

Consolidated Con Edison Leasing Inc Consolidated	Carson Acquisition, Inc
---	----------------------------

ASSETS

A100 Utility Plant  
A150 Accumulated depreciation

Net utility plant

A160 Construction Work in Progress



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A170 Nuclear fuel assemblies less amortization

Net Utility Plant	-	-
A200 Cash	-	-
A210 Temporary cash investments	-	-
A220 Accounts receivable - customers		
A230 Allowance for uncollectible accounts		
A240 Accounts receivable - other	27,827,180.19	-
A250 Materials and supplies - fuel		
A255 Materials and supplies - other	-	-
A260 Natural gas in storage		
A270 Prepayments - taxes		
A271 Prepayments - other	-	-
A280 Special deposits	-	-
A290 Other current and accrued assets	-	-
Total Current Assets	27,827,180.19	-
A300 Non-utility property less accumulated depreciation	-	-
A310 Nuclear decommissioning trust fund		
A350 Other Investments - other	83,433,406.00	-
Total Investments	83,433,406.00	-
A400 Unamortized debt expense		
A405 Regulatory study costs		
A410 Preliminary survey and investigation charges		
A415 Clearing accounts		
A420 Deferred charges	-	-
A490 Regulatory asset - future federal income taxes		
TOTAL ASSETS	111,260,586.19	-

Consolidated  
CEDST, LLC  
Consolidated

ASSETS

A100 Utility Plant		
A150 Accumulated depreciation		
Net utility plant	-	
A160 Construction Work in Progress		
A170 Nuclear fuel assemblies less amortization		
Net Utility Plant	-	

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A200 Cash	-
A210 Temporary cash investments	-
A220 Accounts receivable - customers	
A230 Allowance for uncollectible accounts	
A240 Accounts receivable - other	4,874,866.58
A250 Materials and supplies - fuel	
A255 Materials and supplies - other	-
A260 Natural gas in storage	
A270 Prepayments - taxes	
A271 Prepayments - other	-
A280 Special deposits	-
A290 Other current and accrued assets	-

-----  
 Total Current Assets 4,874,866.58  
 -----

A300 Non-utility property less accumulated depreciation	-
A310 Nuclear decommissioning trust fund	
A350 Other Investments - other	7,934,155.00

-----  
 Total Investments 7,934,155.00  
 -----

A400 Unamortized debt expense	
A405 Regulatory study costs	
A410 Preliminary survey and investigation charges	
A415 Clearing accounts	
A420 Deferred charges	-
A490 Regulatory asset - future federal income taxes	

-----  
 TOTAL ASSETS 12,809,021.58  
 =====

Consolidated Edison Development, Inc.  
 Consolidating Balance Sheet  
 For The Period Ended December 31, 2001

	CEI	
	Consolidated	
	Edison	
	Development, Inc	
	Consolidated	Elimination
	-----	-----

LIABILITIES

1100 Common Equity		
1101 Common Stock Issued	20,000.00	(88,324,130.14)
1110 Other Paid-in Capital, Premium on Common Stock	285,653,331.97	(143,060,944.83)
1115 Gain on Resale of Reacquired Capital Stock		-
1130 Capital Stock Expense - Common Stock	-	-
1135 Capital Stock Expense - Preferred Stock		-

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1140	Treasury Stock		-
1150	Retained Earnings	37,899,389.75	(64,602,899.29)
1152	Accumulated other comprehensive income	(3,353,944.96)	-
<hr/>			
	Total Common Equity	320,218,776.76	(295,987,974.26)
<hr/>			
1160	Preferred Stock		
<hr/>			
	Total Capital Stock and Retained Earnings	320,218,776.76	(295,987,974.26)
<hr/>			
1170	Long-term Debt	153,695,001.00	(92,047,440.37)
1190	Unamortized premium (Discount)		
<hr/>			
	Total Long-term Debt	153,695,001.00	(92,047,440.37)
<hr/>			
	Total Capitalization	473,913,777.76	(388,035,414.63)
<hr/>			
1200	Noncurrent liabilities		
1205	Obligations Under Capital leases		
1210	Accumulated provision for Injuries & Damages		
1211	Provision for Rate Refunds		
1212	Minority interest in consolidated subsidiaries	9,521,877.99	-
1215	Pension and Benefits Reserve		-
1220	Uranium Decommissioning Fund		-
1290	Other	8,461,037.61	-
<hr/>			
	Total Noncurrent Liabilities	17,982,915.60	-
<hr/>			
1300	Current Liabilities		
1301	Long-Term Debt Due Within One Year	10,950,000.00	-
1302	Notes Payable	119,362,000.00	-
1315	Accounts Payable	7,843,844.44	(34,962.33)
1330	Customer Deposits		-
1340	Accrued Income Taxes	(5,941,517.76)	(1,703,392.30)
1345	Other Accrued Taxes		-
1350	Interest Accrued		-
1355	Dividends Declared		-
1360	Matured Long-term Debt and Interest		-
1370	Miscellaneous Current and Accrued liabilities	4,419,339.17	-
<hr/>			
	Total Current Liabilities	136,633,665.85	(1,738,354.63)
<hr/>			
1405	Accumulated Deferred Federal Income Tax	98,654,030.47	(6,995,954.98)
1410	Deferred Tax liability - Future Federal Income Taxes		
<hr/>			
	Total Accumulated Deferred Federal Income Tax	98,654,030.47	(6,995,954.98)
<hr/>			
1420	Accumulated Deferred Investment Tax Credits		
1425	Other Deferred Credits		

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Total Future FIT & Other Deferred Credits	98,654,030.47	(6,995,954.98)
<b>TOTAL LIABILITIES</b>	<b>727,184,389.68</b>	<b>(396,769,724.24)</b>

	Consolidated Edison Development Inc.	Edison Leasing Consolidated
LIABILITIES		
1100 Common Equity		
1101 Common Stock Issued	20,000.00	20.00
1110 Other Paid-in Capital, Premium on Common Stock	285,653,331.97	43,444,971.00
1115 Gain on Resale of Reacquired Capital Stock		
1130 Capital Stock Expense - Common Stock		
1135 Capital Stock Expense - Preferred Stock		
1140 Treasury Stock		
1150 Retained Earnings	35,163,371.01	24,583,799.06
1152 Accumulated other comprehensive income		
<b>Total Common Equity</b>	<b>320,836,702.98</b>	<b>68,028,790.06</b>
1160 Preferred Stock		
<b>Total Capital Stock and Retained Earnings</b>	<b>320,836,702.98</b>	<b>68,028,790.06</b>
1170 Long-term Debt	68,916,503.22	-
1190 Unamortized premium (Discount)		
<b>Total Long-term Debt</b>	<b>68,916,503.22</b>	<b>-</b>
<b>Total Capitalization</b>	<b>389,753,206.20</b>	<b>68,028,790.06</b>
1200 Noncurrent liabilities		
1205 Obligations Under Capital leases		
1210 Accumulated provision for Injuries & Damages		
1211 Provision for Rate Refunds		
1212 Minority interest in consolidated subsidiaries	-	-
1215 Pension and Benefits Reserve		
1220 Uranium Decommissioning Fund		
1290 Other	24,118.61	-
<b>Total Noncurrent Liabilities</b>	<b>24,118.61</b>	<b>-</b>
1300 Current Liabilities		
1301 Long-Term Debt Due Within One Year	-	-

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1302	Notes Payable	119,262,000.00	-
1315	Accounts Payable	5,294,604.24	-
1330	Customer Deposits		
1340	Accrued Income Taxes	(882,406.93)	(1,579,695.00)
1345	Other Accrued Taxes		
1350	Interest Accrued		
1355	Dividends Declared		
1360	Matured Long-term Debt and Interest		
1370	Miscellaneous Current and Accrued liabilities	909,633.58	-
-----			
	Total Current Liabilities	124,583,830.89	(1,579,695.00)
-----			
1405	Accumulated Deferred Federal Income Tax	5,351,669.88	49,167,129.35
1410	Deferred Tax liability - Future Federal Income Taxes		
-----			
	Total Accumulated Deferred Federal Income Tax	5,351,669.88	49,167,129.35
-----			
1420	Accumulated Deferred Investment Tax Credits		
1425	Other Deferred Credits		
-----			
	Total Future FIT & Other Deferred Credits	5,351,669.88	49,167,129.35
-----			
	TOTAL LIABILITIES	519,712,825.58	115,616,224.41
=====			
		Consolidated Con Edison Leasing Inc Consolidated	Carson Acquisition, Inc
		-----	-----
LIABILITIES			
1100	Common Equity		
1101	Common Stock Issued	-	-
1110	Other Paid-in Capital, Premium on Common Stock	49,313,439.69	(3,014,194.01)
1115	Gain on Resale of Reacquired Capital Stock		
1130	Capital Stock Expense - Common Stock		
1135	Capital Stock Expense - Preferred Stock		
1140	Treasury Stock		
1150	Retained Earnings	21,800,807.04	3,014,304.91
1152	Accumulated other comprehensive income		
-----			
	Total Common Equity	71,114,246.73	110.90
-----			
1160	Preferred Stock		
-----			
	Total Capital Stock and Retained Earnings	71,114,246.73	110.90
-----			
1170	Long-term Debt	-	-
1190	Unamortized premium (Discount)		

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Total Long-term Debt	-	-
<hr/>		
Total Capitalization	71,114,246.73	110.90
<hr/>		
1200 Noncurrent liabilities		
1205 Obligations Under Capital leases		
1210 Accumulated provision for Injuries & Damages		
1211 Provision for Rate Refunds		
1212 Minority interest in consolidated subsidiaries	-	-
1215 Pension and Benefits Reserve		
1220 Uranium Decommissioning Fund		
1290 Other	-	-
<hr/>		
Total Noncurrent Liabilities	-	-
<hr/>		
1300 Current Liabilities		
1301 Long-Term Debt Due Within One Year	-	-
1302 Notes Payable	-	-
1315 Accounts Payable	-	-
1330 Customer Deposits		
1340 Accrued Income Taxes	(2,036,310.00)	-
1345 Other Accrued Taxes		
1350 Interest Accrued		
1355 Dividends Declared		
1360 Matured Long-term Debt and Interest		
1370 Miscellaneous Current and Accrued liabilities	(9.69)	(110.90)
<hr/>		
Total Current Liabilities	(2,036,319.69)	(110.90)
<hr/>		
1405 Accumulated Deferred Federal Income Tax	42,182,659.15	-
1410 Deferred Tax liability - Future Federal Income Taxes		
<hr/>		
Total Accumulated Deferred Federal Income Tax	42,182,659.15	-
<hr/>		
1420 Accumulated Deferred Investment Tax Credits		
1425 Other Deferred Credits		
<hr/>		
Total Future FIT & Other Deferred Credits	42,182,659.15	-
<hr/>		
TOTAL LIABILITIES	111,260,586.19	0.00
<hr/>		

Consolidated  
CEDST, LLC  
Consolidated

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### LIABILITIES

1100	Common Equity	
1101	Common Stock Issued	-
1110	Other Paid-in Capital, Premium on Common Stock	9,751,660.02
1115	Gain on Resale of Reacquired Capital Stock	
1130	Capital Stock Expense - Common Stock	
1135	Capital Stock Expense - Preferred Stock	
1140	Treasury Stock	
1150	Retained Earnings	786,709.43
1152	Accumulated other comprehensive income	
<hr style="border-top: 1px dashed black;"/>		
	Total Common Equity	10,538,369.45
<hr style="border-top: 1px dashed black;"/>		
1160	Preferred Stock	
<hr style="border-top: 1px dashed black;"/>		
	Total Capital Stock and Retained Earnings	10,538,369.45
<hr style="border-top: 1px dashed black;"/>		
1170	Long-term Debt	-
1190	Unamortized premium (Discount)	
<hr style="border-top: 1px dashed black;"/>		
	Total Long-term Debt	-
<hr style="border-top: 1px dashed black;"/>		
	Total Capitalization	10,538,369.45
<hr style="border-top: 1px dashed black;"/>		
1200	Noncurrent liabilities	
1205	Obligations Under Capital leases	
1210	Accumulated provision for Injuries & Damages	
1211	Provision for Rate Refunds	
1212	Minority interest in consolidated subsidiaries	-
1215	Pension and Benefits Reserve	
1220	Uranium Decommissioning Fund	
1290	Other	1,482,000.00
<hr style="border-top: 1px dashed black;"/>		
	Total Noncurrent Liabilities	1,482,000.00
<hr style="border-top: 1px dashed black;"/>		
1300	Current Liabilities	
1301	Long-Term Debt Due Within One Year	-
1302	Notes Payable	-
1315	Accounts Payable	-
1330	Customer Deposits	
1340	Accrued Income Taxes	(1,229,223.00)
1345	Other Accrued Taxes	
1350	Interest Accrued	
1355	Dividends Declared	
1360	Matured Long-term Debt and Interest	
1370	Miscellaneous Current and Accrued liabilities	2.13
<hr style="border-top: 1px dashed black;"/>		
	Total Current Liabilities	(1,229,220.87)
<hr style="border-top: 1px dashed black;"/>		
1405	Accumulated Deferred Federal Income Tax	2,017,873.00

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1410 Deferred Tax liability - Future Federal Income Taxes

Total Accumulated Deferred Federal Income Tax	2,017,873.00
1420 Accumulated Deferred Investment Tax Credits	
1425 Other Deferred Credits	
Total Future FIT & Other Deferred Credits	2,017,873.00
TOTAL LIABILITIES	12,809,021.58

CONSOLIDATED EDISON, INC.  
CONSOLIDATING INCOME STATEMENT  
FOR THE PERIOD ENDED DECEMBER 31, 2001

	CEI	CECONY	O
Operating revenues			
Line011* Electric	\$ -	6,350,360,590.58	\$ 538,37
Line012* Gas	-	1,268,094,644.90	197,86
Line013* Steam	-	503,735,876.34	
Line0400 Non-utility	-	-	10
Total - Operating Revenues	-	8,122,191,111.82	736,34
Operating expenses			
Line1200 Purchased power	-	2,818,936,376.57	290,33
Line1100 Fuel	-	350,619,498.93	
Line130? Gas purchased for resale	-	665,963,974.66	128,54
Line140? Other operations	-	868,091,670.68	115,16
Line1410 Maintenance	-	404,158,420.35	26,13
Line2000 Depreciation & amortization	10,917,445.68	465,163,745.59	32,78
Line2200 Taxes, other than federal Income	-	1,067,370,315.47	53,91
LIne3005 State income tax	-	68,533,747.00	2,15
Line3105 Federal income tax	-	366,766,294.00	6,79
Line3010 State income tax deferred - net	-	68,899,828.00	4,62
Line3110 Federal Income tax deferred - net	-	(61,836,450.93)	13,02
Line3120 Investment tax credit deferred - net	-	(7,000,000.00)	(13
Total - Operating Expenses	10,917,445.68	7,075,667,420.32	673,33
OPERATING INCOME	(10,917,445.68)	1,046,523,691.50	63,00
Other Income (Deductions)			
Line4000 Investment income	272,874.92	4,230,289.01	1,59
Line4200 AFDC-equity	-	1,293,810.92	(1
Line460? Other income less income deductions	687,790,173.19	(12,035,633.40)	(79
Line4701 State income tax	5,472,293.00	(1,341,806.00)	(2



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Line4702	State income tax - deferred	202,000.00	(139,302.00)	(13)
Line4801	Federal income tax	6,884,000.00	1,502,000.00	29
Line4802	Federal income tax - deferred	634,000.00	8,175,000.00	39
-----				
	Total Other Income	701,255,341.11	1,684,358.53	1,32
-----				
	Income Before Interest Charges	690,337,895.43	1,048,208,050.03	64,32
	Interest Charges			
Line6000	Interest on long term debt	-	359,787,085.04	21,85
Line6100	Other Interest	8,192,157.79	32,323,109.76	3,21
Line6200	AFDC-borrowed	-	(6,962,800.03)	(92
-----				
	Net Interest Charges	8,192,157.79	385,147,394.77	24,14
-----				
	Net Income	682,145,737.64	663,060,655.26	40,18
Line7000	Preferred stock dividend requirements	-	(13,592,569.60)	
-----				
	NET INCOME APPLICABLE TO COMMON STOCK	\$ 682,145,737.64	\$ 649,468,085.66	\$ 40,18
=====				

		DEVELOPMENT	ENERGY
		-----	-----
	Operating revenues		
Line011*	Electric	\$ -	\$ -
Line012*	Gas	-	-
Line013*	Steam	-	-
Line0400	Non-utility	133,959,144.29	260,243,618.00
-----			
	Total - Operating Revenues	133,959,144.29	260,243,618.00
-----			
	Operating expenses		
Line1200	Purchased power	-	245,247,718.88
Line1100	Fuel	43,211,030.30	-
Line130?	Gas purchased for resale	-	-
Line140?	Other operations	28,377,624.53	7,778,792.38
Line1410	Maintenance	-	-
Line2000	Depreciation & amortization	13,965,943.32	381,273.32
Line2200	Taxes, other than federal Income	2,377,825.17	48,286.68
Line3005	State income tax	(4,148,171.99)	708,305.87
Line3105	Federal income tax	(27,105,640.84)	2,231,163.85
Line3010	State income tax deferred - net	9,833,810.39	59,144.00
Line3110	Federal Income tax deferred - net	30,874,046.76	186,303.60
Line3120	Investment tax credit deferred - net	-	-
-----			
	Total - Operating Expenses	97,386,467.64	256,640,988.58
-----			
	OPERATING INCOME	36,572,676.65	3,602,629.42
	Other Income (Deductions)		
Line4000	Investment income	2,074,533.92	-
Line4200	AFDC-equity	-	-
Line460?	Other income less income deductions	(1,968,681.54)	886,000.82
Line4701	State income tax	-	-
Line4702	State income tax - deferred	-	-
Line4801	Federal income tax	-	951.37
Line4802	Federal income tax - deferred	-	-
-----			
	Total Other Income	105,852.38	886,952.19
-----			

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	Income Before Interest Charges	36,678,529.03	4,489,581.61
	Interest Charges		
Line6000	Interest on long term debt	15,306,536.22	-
Line6100	Other Interest	-	-
Line6200	AFDC-borrowed	-	-
	Net Interest Charges	15,306,536.22	-
	Net Income	21,371,992.81	4,489,581.61
Line7000	Preferred stock dividend requirements	-	-
	NET INCOME APPLICABLE TO COMMON STOCK	\$ 21,371,992.81	\$ 4,489,581.61

		ELIMINATIONS	PURCH
	Operating revenues		
Line011*	Electric	\$ (871,654.92)	\$
Line012*	Gas	-	
Line013*	Steam	-	
Line0400	Non-utility	(9,333,031.06)	
	Total - Operating Revenues	(10,204,685.98)	
	Operating expenses		
Line1200	Purchased power	(138,134.93)	
Line1100	Fuel	-	
Line130?	Gas purchased for resale	(733,519.99)	
Line140?	Other operations	(8,145,910.83)	
Line1410	Maintenance	-	
Line2000	Depreciation & amortization	-	(96
Line2200	Taxes, other than federal Income	-	
Line3005	State income tax	-	
Line3105	Federal income tax	-	
Line3010	State income tax deferred - net	-	
Line3110	Federal Income tax deferred - net	-	
Line3120	Investment tax credit deferred - net	-	
	Total - Operating Expenses	(9,017,565.75)	(96
	OPERATING INCOME	(1,187,120.23)	96
	Other Income (Deductions)		
Line4000	Investment income	-	
Line4200	AFDC-equity	-	
Line460?	Other income less income deductions	(703,412,228.92)	
Line4701	State income tax	-	
Line4702	State income tax - deferred	-	
Line4801	Federal income tax	-	
Line4802	Federal income tax - deferred	-	
	Total Other Income	(703,412,228.92)	
	Income Before Interest Charges	(704,599,349.15)	96
	Interest Charges		
Line6000	Interest on long term debt	-	
Line6100	Other Interest	(3,460,098.62)	
Line6200	AFDC-borrowed	-	
	Net Interest Charges	(3,460,098.62)	

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Net Income	(701,139,250.53)	96
Line7000 Preferred stock dividend requirements	-	
NET INCOME APPLICABLE TO COMMON STOCK	\$ (701,139,250.53)	\$ 96

EARNINGS PER SHARE

COMMON SHARES OUTSTANDING - AVERAGE

CONSOLIDATED INCOME STATEMENT - ORANGE AND ROCKLAND UTILITIES  
FOR THE YEAR ENDED 12/31/2001

	Orange & Rockland	Rockland Electric Company
OPERATING REVENUES		
Electric Operating Revenues	520,388,252.38	134,853,558.68
Gas Operating Revenues	197,706,533.05	0.00
Diversified Revenues	42,421.88	61,815.50
<b>Total Operating Revenues</b>	<b>718,137,207.31</b>	<b>134,915,374.18</b>
OPERATING AND MAINTENANCE EXPENSES		
Purchased Power	327,923,786.04	77,564,712.60
Gas Purchases	128,616,223.38	0.00
Other Production Expenses	1,924,251.41	0.00
Other Power Supply Expenses	315,939.48	691,846.10
Other Gas Supply Expenses	274,739.64	0.00
Transmission Expenses	5,376,735.80	1,071,965.12
Distribution Expenses	16,328,909.36	3,364,156.95
Customer Accounts Expenses	20,178,627.55	3,782,171.11
Customer Service Expenses	8,085,296.08	3,456,503.50
Sales Promotion Expenses	38,849.70	11,120.56
Administrative and General Expenses	39,081,481.29	12,829,589.61
Maintenance	21,579,406.72	4,405,154.08
Miscellaneous Amortizations	-	315,212.96
<b>Total Operating and Maintenance Expenses</b>	<b>569,724,246.45</b>	<b>107,492,432.59</b>
OTHER OPERATING EXPENSES		
Depreciation	27,689,376.85	4,526,708.43
Taxes Other than Income	46,469,865.72	7,068,216.06
Current SIT	4,827,961.77	(2,566,389.00)
Deferred SIT	241,268.00	4,383,628.00
Current FIT	17,010,806.57	(9,846,008.00)
Deferred FIT	(559,300.06)	13,523,562.00
Investment Tax Credit	-	(131,273.00)
<b>Other Operating Expenses</b>	<b>95,679,978.85</b>	<b>16,958,444.49</b>

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Total Operating Expenses	665,404,225.30	124,450,877.08
<hr/>		
Operating Income	52,732,982.01	10,464,497.10
<hr/>		
OTHER INCOME AND DEDUCTIONS		
Equity In Earnings of Subsidiaries	9,089,978.95	-
Investment Income	2,243,262.96	867,116.38
AFDC - Other	(17,611.65)	4,843.56
Other Income	(163,187.63)	247,378.72
Income Deductions	(536,181.55)	(113,026.90)
Taxes Other Than Income - Non-Operating	(120,127.96)	(101,783.48)
Non-Operating FIT	433,602.49	(140,790.56)
Non-Operating SIT	(28,288.71)	0.00
Non-Operating Deferred SIT	(134,670.00)	0.00
Non-Operating Deferred FIT	70,637.41	(7,586.00)
Non-Operating Investment Tax Credit	336,130.00	0.00
<hr/>		
Other Income and Deductions	11,173,544.31	756,151.72
<hr/>		
INTEREST CHARGES		
Interest on Long Term Debt	19,988,198.37	1,630,843.92
Other Interest	4,301,681.54	377,589.43
Allowance for Borrowed Funds	(919,980.79)	(7,503.58)
<hr/>		
Interest Expense	23,369,899.12	2,000,929.77
<hr/>		
Net Income	40,536,627.20	9,219,719.05
Common Stock Dividends	(28,000,000.00)	0.00
<hr/>		
Net Changes in Retained Earnings	12,536,627.20	9,219,719.05

	Total	Eliminations
	-----	-----
OPERATING REVENUES		
Electric Operating Revenues	660,986,079.06	(122,611,555.24)
Gas Operating Revenues	198,754,208.07	(892,368.73)
Diversified Revenues	104,237.38	0.00
<hr/>		
Total Operating Revenues	859,844,524.51	(123,503,923.97)
<hr/>		
OPERATING AND MAINTENANCE EXPENSES		
Purchased Power	410,016,226.23	(119,682,848.84)
Gas Purchases	129,406,093.44	(858,336.73)
Other Production Expenses	1,924,251.41	0.00
Other Power Supply Expenses	1,013,965.49	0.00
Other Gas Supply Expenses	274,739.64	0.00
Transmission Expenses	6,448,700.92	(164,611.41)
Distribution Expenses	20,042,632.77	(1,384,970.99)
Customer Accounts Expenses	24,230,544.17	0.00
Customer Service Expenses	11,602,899.84	0.00
Sales Promotion Expenses	50,573.46	0.00

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Administrative and General Expenses	52,536,863.58	(1,413,156.00)
Maintenance	26,132,689.52	0.00
Miscellaneous Amortizations	315,212.96	0.00
<b>Total Operating and Maintenance Expenses</b>	<b>683,995,393.43</b>	<b>(123,503,923.97)</b>
<b>OTHER OPERATING EXPENSES</b>		
Depreciation	32,465,013.18	0.00
Taxes Other than Income	53,911,018.42	0.00
Current SIT	2,157,413.13	0.00
Deferred SIT	4,624,896.00	0.00
Current FIT	6,798,309.57	0.00
Deferred FIT	13,026,490.94	0.00
Investment Tax Credit	(135,698.00)	0.00
<b>Other Operating Expenses</b>	<b>112,847,443.24</b>	<b>-</b>
<b>Total Operating Expenses</b>	<b>796,842,836.67</b>	<b>(123,503,923.97)</b>
<b>Operating Income</b>	<b>63,001,687.84</b>	<b>-</b>
<b>OTHER INCOME AND DEDUCTIONS</b>		
Equity In Earnings of Subsidiaries	9,089,978.95	(9,089,978.95)
Investment Income	3,115,186.58	(1,517,491.33)
AFDC - Other	(12,768.09)	0.00
Other Income	83,269.49	0.00
Income Deductions	(657,153.18)	0.00
Taxes Other Than Income - Non-Operating	(223,020.72)	0.00
Non-Operating FIT	296,685.74	0.00
Non-Operating SIT	(28,288.71)	0.00
Non-Operating Deferred SIT	(134,670.00)	0.00
Non-Operating Deferred FIT	63,051.41	0.00
Non-Operating Investment Tax Credit	336,130.00	0.00
<b>Other Income and Deductions</b>	<b>11,928,401.47</b>	<b>(10,607,470.28)</b>
<b>INTEREST CHARGES</b>		
Interest on Long Term Debt	21,854,917.80	0.00
Other Interest	4,730,626.33	(1,517,491.33)
Allowance for Borrowed Funds	(927,749.07)	0.00
<b>Interest Expense</b>	<b>25,657,795.06</b>	<b>(1,517,491.33)</b>
<b>Net Income</b>	<b>49,272,294.25</b>	<b>(9,089,978.95)</b>
<b>Common Stock Dividends</b>	<b>(28,000,000.00)</b>	<b>0.00</b>
<b>Net Changes in Retained Earnings</b>	<b>21,272,294.25</b>	<b>(9,089,978.95)</b>

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Consolidating Income Statement  
For The Period Ended December 31, 2001

	CEI Consolidated Edison Development, Inc Consolidated	Elimination	Lakewood	
Operating revenues				
Electric				
Gas				
Steam				
Non-utility	133,959,144.29	(31,900,770.49)	78,576,953.80	
Total - Operating Revenues	133,959,144.29	(31,900,770.49)	78,576,953.80	
Operating expenses				
Purchased power				
Fuel	43,211,030.30	-	2,120,027.59	
Gas Purchased for resale	-	-	-	
Other operations	28,491,284.26	-	8,938,980.39	
Maintenance	-	-	-	
Depreciation & amortization	13,852,283.59	-	10,639,631.24	
Taxes, other than federal Income	2,377,825.17	-	1,305,362.57	
State income tax	(4,148,171.99)	-	-	
Federal income tax	(27,105,640.84)	(462,996.69)	532,990.31	
Federal Income tax deferred - net	40,707,857.15	(4,961,619.87)	2,822,753.23	
Investment tax credit deferred - net	-	-	-	
Total - Operating Expenses	97,386,467.64	(5,424,616.56)	56,359,745.33	
Operating Income	36,572,676.65	(26,476,153.93)	22,217,208.47	
Other Income (Deductions)		-		
Investment income	2,728,497.91	(4,019,049.04)	1,048,743.38	
AFDC-equity	-	-	-	
Other income less income deductions	(2,622,645.53)	-	(2,398,017.58)	
State income tax	-	-	-	
Federal income tax	-	-	-	
Federal income tax - deferred	-	-	-	
Total Other Income	105,852.38	(4,019,049.04)	(1,349,274.20)	
Income Before Interest Charges	36,678,529.03	(30,495,202.97)	20,867,934.27	
Interest Charges				
Interest on Long term debt	15,306,536.22	(4,019,049.04)	15,306,536.22	
Other Interest	-	-	-	
AFDC-borrowed	-	-	-	
Net Interest Charges	15,306,536.22	(4,019,049.04)	15,306,536.22	

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Net Income	21,371,992.81	(26,476,153.93)	5,561,398.05	
Preferred stock dividend requirements	-	-	-	-
<hr/>				
Net Income Applicable to Common Stock	21,371,992.81	(26,476,153.93)	5,561,398.05	
<hr/>				
	Edison Leasing Consolidated	Consolidated Edison Guatemala, Ltd. Consolidated	Consolidated Edison Develp. Ada, Inc. Consolidated	Conso Con Leas Conso
<hr/>				
Operating revenues				
Electric				
Gas				
Steam				
Non-utility	9,717,986.00	(125,911.75)	507,499.00	15,06
<hr/>				
Total - Operating Revenues	9,717,986.00	(125,911.75)	507,499.00	15,06
<hr/>				
Operating expenses				
Purchased power				
Fuel	-	-	-	
Gas Purchased for resale				
Other operations	-	2,123.53	-	
Maintenance				
Depreciation & amortization	-	-	-	
Taxes, other than federal Income	-	-	-	
State income tax	-	-	-	
Federal income tax	(11,124,885.00)	-	198,790.85	(11,79
Federal Income tax deferred - net	14,346,002.00	(8,478.99)	-	17,78
Investment tax credit deferred - net				
<hr/>				
Total - Operating Expenses	3,221,117.00	(6,355.46)	198,790.85	5,98
<hr/>				
Operating Income	6,496,869.00	(119,556.29)	308,708.15	9,07
Other Income (Deductions)				
Investment income	1,233,860.69	106,963.46	-	88
AFDC-equity				
Other income lees income deductions	-	-	-	
State income tax				
Federal income tax				
Federal income tax - deferred				
<hr/>				
Total Other Income	1,233,860.69	106,963.46	-	88
<hr/>				
Income Before Interest Charges	7,730,729.69	(12,592.83)	308,708.15	9,95
Interest Charges				
Interest on Long term debt	-	-	-	
Other Interest				
AFDC-borrowed				
<hr/>				
Net Interest Charges	-	-	-	

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Net Income	7,730,729.69	(12,592.83)	308,708.15	9,95
Preferred stock dividend requirements	-	-	-	

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Net Income Applicable to Common Stock	7,730,729.69	(12,592.83)	308,708.15	9,95
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	SCS/ Newington, Llc	GTM1 Energy, Llc	Consolidated CEDST, LLC Consolidated
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Operating revenues  
Electric  
Gas  
Steam

Non-utility	5,494,773.00	-	-
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Total - Operating Revenues	5,494,773.00	-	-
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Operating expenses  
Purchased power

Fuel	1,002,214.00	-	-
Gas Purchased for resale			
Other operations	-	-	82,596.00
Maintenance			
Depreciation & amortization	-	-	1,362,864.00
Taxes, other than federal Income	-	-	-
State income tax	-	-	-
Federal income tax	(395,313.29)	-	(3,573,411.00)
Federal Income tax deferred - net	2,167,358.26	-	1,454,680.00
Investment tax credit deferred - net			

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Total - Operating Expenses	2,774,258.97	-	(673,271.00)
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Operating Income	2,720,514.03	-	673,271.00
Other Income (Deductions)			
Investment income	-	-	83,893.43
AFDC-equity			
Other income lees income deductions	(224,627.95)	-	-
State income tax			
Federal income tax			
Federal income tax - deferred			

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Total Other Income	(224,627.95)	-	83,893.43
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Income Before Interest Charges	2,495,886.08	-	757,164.43
Interest Charges			
Interest on Long term debt	-	-	-
Other Interest			
AFDC-borrowed			

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Net Interest Charges	-	-	-
Net Income	2,495,886.08	-	757,164.43
Preferred stock dividend requirements	-	-	-
Net Income Applicable to Common Stock	2,495,886.08	-	757,164.43

Exhibit B

ORGANIZATION CHART

REFERENCE IS MADE TO ITEMS 1 AND 4 OF THIS FORM U-3A-2 FOR A DESCRIPTION OF THE COMPANIES IN CLAIMANT'S HOLDING COMPANY SYSTEM, INCLUDING INTERESTS IN SUBSIDIARIES.

CLAIMANT

/	/	/	/	/	F
A. Con Edison	B. O&R	C. CES	D. CEDI	E. CEEI	F
/	/	/	/		/
A.1 - DIDCO	B.1 - RECO	C.1 - IMD	D.1 - CEDG		F
A.2 - DCK	B.1.b - Enserve		D.1.a - EPCA		F
A.3 - Honeoye	B.2. - Pike		D.1.a.(i) - GENOR		F
A.4 - SHL	B.3. - Clove		(FUCO)		
	B.4. - ORDEVCO		D.2 - CEL		
			D.3 - CELLC		
			D.4 - CEDA		
			D.4.a. - CDA		
			D.4.a.(i) - ACLP		
			D.5 - CAI		
			D.6 - CED/SCS		
			D.6.a - NELLC (EWG)		
			D.7. -CED Holding		
			D.7.a. - CED		
			Management		
			D.7.b. - CED		
			Operating		
			D.7.c. - CEDL		
			D.7.d. - Lakewood		
			D.8. - OP		
			D.9. - CEEMI (EWG)		
			D.10. - CED/GTM		
			D.10.a - GTM Energy		
			D.11. - CEDST		
			D.11.a - CED42		
			D.12 - CEDRS		
			D.13 - CEDGAF		
			D.14 - CEES		

