



Con Edison Merger With O&R Nears Completion

April 5, 1999

Consolidated Edison Inc. and Orange and Rockland Utilities Inc. reached a major milestone in completing their merger with the approval of the transaction last Friday by Chairman Maureen O. Helmer of the New York Public Service Commission. The approval by the New York regulators follows the action last week by the New Jersey Board of Public Utilities approving the merger.

Under the terms of the merger, which was announced last May, Consolidated Edison will acquire all the common stock of Orange and Rockland for \$58.50 per share, or approximately \$790 million. Upon completion of the transaction, Orange and Rockland will become a wholly owned subsidiary of Consolidated Edison Inc. and will continue to operate as a separate company.

Completion of the merger continues to proceed on the schedule outlined by the companies at the time of last year's announcement. The two utilities are awaiting the approval of the Securities and Exchange Commission and completion of the Hart-Scott-Rodino Act review by the U.S. Department of Justice in order to complete the merger, and expect to close the transaction by next month. Orange and Rockland shareholders, the Federal Energy Regulatory Commission, as well as regulators in New York, New Jersey and Pennsylvania have now approved the transaction.

Benefits anticipated from the merger include lower rates resulting from reductions in costs, and increased support for investments in systems and new technology that will enhance the ability of the companies to support the development of competitive energy markets.

Orange and Rockland Utilities Inc. and its subsidiaries serve an area of 1,350 square miles and an estimated population of 685,000 in southeastern New York state, northern New Jersey and northeastern Pennsylvania. It generates, distributes and sells electricity, and distributes and sells natural gas.

Consolidated Edison Inc. is one of the nation's largest investor-owned energy companies, with more than \$7 billion in annual revenues and \$14 billion in assets. The company provides a wide range of energy-related products and services to its customers through its five subsidiaries: Consolidated Edison Company of New York Inc. (Con Edison), a regulated utility providing electric, gas and steam service to New York City and Westchester County, New York; Con Edison Solutions, a retail energy services company; Con Edison Energy, a wholesale energy supply company; Con Edison Development, an infrastructure development company; and Con Edison Communications, a telecommunications infrastructure company.