
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 29, 2013

Consolidated Edison, Inc.

(Exact name of registrant as specified in its charter)

New York
(State or Other Jurisdiction
of Incorporation)

1-14514
(Commission
File Number)

13-3965100
(IRS Employer
Identification No.)

4 Irving Place, New York, New York
(Address of principal executive offices)

10003
(Zip Code)

Registrant's telephone number, including area code: (212) 460-4600

Consolidated Edison Company of New York, Inc.

(Exact name of registrant as specified in its charter)

New York
(State or Other Jurisdiction
of Incorporation)

1-1217
(Commission
File Number)

13-5009340
(IRS Employer
Identification No.)

4 Irving Place, New York, New York
(Address of principal executive offices)

10003
(Zip Code)

Registrant's telephone number, including area code: (212) 460-4600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01 Entry into a Material Definitive Agreement

On August 29, 2013, Consolidated Edison, Inc. (“Con Edison”) and its subsidiaries Consolidated Edison Company of New York, Inc. (“Con Edison of New York”) and Orange and Rockland Utilities, Inc. (“O&R,” and along with Con Edison and Con Edison of New York, collectively, the “Companies”) entered into an Extension Agreement, effective August 29, 2013, (the “Extension Agreement”) among the Companies, the lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent. The Extension Agreement extends the termination date under the Credit Agreement, dated as of October 27, 2011, among the Companies, the lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent from October 27, 2016 to October 27, 2017 with respect to lenders with aggregate commitments under the Credit Agreement of approximately \$2 billion. A copy of the Extension Agreement is included as an exhibit to this report, and this description of the Extension Agreement is qualified in its entirety by reference to the Extension Agreement.

ITEM 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information set forth in Item 1.01 above is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

Exhibit 10 Extension Agreement, effective August 29, 2013, among Con Edison of New York, Con Edison, O&R, the lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONSOLIDATED EDISON, INC.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.

By /s/ Robert Muccilo

Robert Muccilo

Vice President and Controller

Date: September 4, 2013

EXTENSION AGREEMENT

JPMorgan Chase Bank, N.A.
as Administrative Agent
under the Credit Agreement
referred to below

Ladies and Gentlemen:

The undersigned hereby agrees to extend, effective August 29, 2013, the Termination Date under the Credit Agreement dated as of October 27, 2011 (as further amended from time to time, the "**Credit Agreement**") among Consolidated Edison Company of New York, Inc., Consolidated Edison, Inc. Orange and Rockland Utilities, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent, for one year to October 27, 2017 and by their acceptance hereof the Borrowers hereby confirm that the conditions set forth in Section 2.19(b)(i) and (ii) of the Credit Agreement are satisfied as to such extension. Terms defined in the Credit Agreement are used herein with the same meaning.

This Extension Agreement shall be construed in accordance with and governed by the law of the State of New York.

Signature pages to follow

JPMORGAN CHASE BANK, N.A.,
as Lender

By: /s/ Peter Christensen
Name: Peter Christensen
Title: Vice President

BANK OF AMERICA, N.A.,
as Lender

By: /s/ Jerry Wells
Name: Jerry Wells
Title: Vice President

THE ROYAL BANK OF SCOTLAND PLC,
as Lender

By: /s/ Tyler J. McCarthy
Name: Tyler J. McCarthy
Title: Director

CITIBANK, N.A.,
as Lender

By: /s/ Scott McMurtry
Name: Scott McMurtry
Title: Vice President

BARCLAYS BANK PLC,
as Lender

By: /s/ Noam Azachi
Name: Noam Azachi
Title: Vice President

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.,
as Lender

By: /s/ Chi-Cheng Chen

Name: Chi-Cheng Chen

Title: Vice President

KEYBANK NATIONAL ASSOCIATION,
as Lender

By: /s/ Sherrie I. Manson

Name: Sherrie I. Manson

Title: Senior Vice President

MIZUHO BANK, LTD.,
as Lender

By: /s/ Raymond Ventura

Name: Raymond Ventura

Title: Deputy General Manager

MORGAN STANLEY BANK, N.A.,
as Lender

By: /s/ Kelly Chin

Name: Kelly Chin

Title: Authorized Signatory

THE BANK OF NEW YORK MELLON,
as Lender

By: /s/ Richard K. Fronapfel, Jr.
Name: Richard K. Fronapfel, Jr.
Title: Vice President

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Lender

By: /s/ Nick Brokke

Name: Nick Brokke

Title: Assistant Vice President

CANADIAN IMPERIAL BANK OF COMMERCE-NEW
YORK AGENCY
as Lender

By: /s/ Gordon R. Eadon
Name: Gordon R. Eadon
Title: Authorized Signatory

By: /s/ Robert Casey
Name: Robert Casey
Title: Authorized Signatory

THE BANK OF NOVA SCOTIA,
as Lender

By: /s/ Thane Rattew

Name: Thane Rattew

Title: Managing Director

U.S. BANK NATIONAL ASSOCIATION,
as Lender

By: /s/ James O'Shaughnessy
Name: James O'Shaughnessy
Title: Vice President

T.D. BANK, N.A.,
as Lender

By: /s/ David Perlman

Name: David Perlman

Title: Senior Vice President

STATE STREET BANK AND TRUST COMPANY,
as Lender

By: /s/ Kimberly R. Costa

Name: Kimberly R. Costa

Title: Vice President

THE NORTHERN TRUST COMPANY,
as Lender

By: /s/ Sophia Love
Name: Sophia Love
Title: Vice President

Agreed and accepted:

CONSOLIDATED EDISON COMPANY
OF NEW YORK, INC.

By: /s/ Scott Sanders

Name: Scott Sanders

Title: Vice President and Treasurer

CONSOLIDATED EDISON, INC.

By: /s/ Scott Sanders

Name: Scott Sanders

Title: Vice President and Treasurer

ORANGE AND ROCKLAND UTILITIES, INC.

By: /s/ Yukari Saegusa

Name: Yukari Saegusa

Title: Treasurer

JPMORGAN CHASE BANK, N.A., as
Administrative Agent

By: /s/ Peter Christensen

Name: Peter Christensen

Title: Vice President