

FORM 10-Q
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

Quarterly Report Pursuant To Section 13 or 15(d)
 of the Securities Exchange Act of 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1998

OR

Transition Report Pursuant to Section 13 or 15(d)
 of the Securities Exchange Act of 1934

Commission File Number	Exact name of registrant as specified in its charter and principal office address and telephone number	State of Incorporation	I.R.S. Employer ID. Number
1-14514	CONSOLIDATED EDISON, INC. 4 Irving Place, New York, New York 10003 (212) 460-3900	New York	13-3965100
1-1217	CONSOLIDATED EDISON COMPANY OF NEW YORK, INC. 4 Irving Place, New York, New York 10003 (212) 460-4600	New York	13-5009340

Each Registrant has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and has been subject to such filing requirements for the past 90 days.

Yes X No
 ----- -----

As of the close of business on April 30, 1998, (i) Consolidated Edison, Inc. ("CEI") had outstanding 235,488,313 Common Shares (\$.10 par value) and (ii) all of the outstanding Common Stock (\$2.50 par value) of Consolidated Edison Company of New York, Inc. was held by CEI.

TABLE OF CONTENTS

	PAGE
FILING FORMAT	2
PART I. - FINANCIAL INFORMATION	
ITEM 1. FINANCIAL STATEMENTS:	
Consolidated Edison, Inc.	
Consolidated Balance Sheet	3-4
Consolidated Income Statements	5-6
Consolidated Statements of Cash Flows	7-8
Consolidated Edison Company of New York, Inc.	
Consolidated Balance Sheet	9-10
Consolidated Income Statements	11-12
Consolidated Statements of Cash Flows	13
Notes to Financial Statements	15-16

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 17-24

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK 24

PART II. - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS 25

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K 25

FILING FORMAT

This Quarterly Report on Form 10-Q is a combined quarterly report being filed separately by two different registrants: Consolidated Edison, Inc. ("CEI") and Consolidated Edison Company of New York, Inc. ("Con Edison"). CEI became the holding company for Con Edison on January 1, 1998. See "Corporate Structure" in Item 1 of the combined CEI and Con Edison Annual Reports on Form 10-K for the year ended December 31, 1997 (File Nos. 1-4514 and 1-1217, the "1997 Form 10-K"). Any references in this report to the "Company" are to CEI and Con Edison, collectively. Con Edison makes no representation as to the information contained in this report relating to CEI and the subsidiaries of CEI other than Con Edison.

CONSOLIDATED EDISON, INC.
CONSOLIDATED BALANCE SHEET
AS AT MARCH 31, 1998, DECEMBER 31, 1997 AND MARCH 31, 1997

	As At		
	March 31, 1998	Dec. 31, 1997	March 31, 1997
	(Thousands of Dollars)		
ASSETS			
UTILITY PLANT, AT ORIGINAL COST			
Electric	\$11,805,558	\$11,743,745	\$11,678,164
Gas	1,759,293	1,741,562	1,665,996
Steam	582,332	576,206	538,924
General	1,210,805	1,203,427	1,160,419
	-----	-----	-----
Total	15,357,988	15,264,940	15,043,503
Less: Accumulated depreciation	4,481,414	4,392,377	4,371,046
	-----	-----	-----
Net	10,876,574	10,872,563	10,672,457
Construction work in progress	284,725	292,218	309,315
Nuclear fuel assemblies and components, less accumulated amortization	103,690	102,321	100,720
	-----	-----	-----
NET UTILITY PLANT	11,264,989	11,267,102	11,082,492
	-----	-----	-----
CURRENT ASSETS			
Cash and temporary cash investments	198,257	183,458	94,903
Funds held for refunding of debt	-	328,874	-
Accounts receivable customer, less allowance for uncollectible accounts of \$22,705, \$21,600 and \$21,535	561,655	581,163	570,595
Other receivables	44,983	60,759	36,497
Regulatory accounts receivable	3,888	(1,682)	60,954
Fuel, at average cost	38,985	53,697	45,946
Gas in storage, at average cost	31,137	37,209	22,660
Materials and supplies, at average cost	192,698	191,759	203,675
Prepayments	189,146	75,516	170,852
Other current assets	16,700	16,457	15,453
	-----	-----	-----
TOTAL CURRENT ASSETS	1,277,449	1,527,210	1,221,535
	-----	-----	-----
Investments and nonutility property	331,970	292,397	193,894
	-----	-----	-----
DEFERRED CHARGES			
Enlightened Energy program costs	102,349	117,807	128,204
Unamortized debt expense	138,262	126,085	128,234
Recoverable fuel costs	25,613	98,301	52,389
Power contract termination costs	69,594	80,978	46,848
Other deferred charges	254,270	239,559	289,795
	-----	-----	-----
TOTAL DEFERRED CHARGES	590,088	662,730	645,470
	-----	-----	-----
REGULATORY ASSET-FUTURE FEDERAL INCOME TAXES	938,053	973,079	967,977
	-----	-----	-----
TOTAL	\$14,402,549	\$14,722,518	\$14,111,368
	=====	=====	=====

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

CONSOLIDATED EDISON, INC.
CONSOLIDATED BALANCE SHEET
AS AT MARCH 31, 1998, DECEMBER 31, 1997 AND MARCH 31, 1997

	As At		
	March 31, 1998	Dec. 31, 1997	March 31, 1997
	(Thousands of Dollars)		
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common stock, authorized 500,000,000 shares; outstanding 235,489,650 shares, 235,489,650 shares and 235,008,078 shares	\$ 1,482,351	\$ 1,482,351	\$ 1,478,647
Retained earnings	4,531,810	4,484,703	4,322,562
Capital stock expense	(36,966)	(36,975)	(34,831)
TOTAL COMMON SHAREHOLDERS' EQUITY	5,977,195	5,930,079	5,766,378
Preferred stock			
Subject to mandatory redemption			
7.20% Series I	47,500	47,500	47,500
6-1/8% Series J	37,050	37,050	37,050
TOTAL SUBJECT TO MANDATORY REDEMPTION	84,550	84,550	84,550
Other preferred stock			
\$ 5 Cumulative Preferred	175,000	175,000	175,000
5-3/4% Series A	7,061	7,061	7,061
5-1/4% Series B	13,844	13,844	13,844
4.65% Series C	15,330	15,330	15,330
4.65% Series D	22,233	22,233	22,233
6% Convertible Series B	-	-	4,519
TOTAL OTHER PREFERRED STOCK	233,468	233,468	237,987
TOTAL PREFERRED STOCK	318,018	318,018	322,537
Long-term debt	4,198,152	4,188,906	4,239,066
TOTAL CAPITALIZATION	10,493,365	10,437,003	10,327,981
NONCURRENT LIABILITIES			
Obligations under capital leases	39,180	39,879	41,958
Other noncurrent liabilities	111,433	106,137	81,800
TOTAL NONCURRENT LIABILITIES	150,613	146,016	123,758
CURRENT LIABILITIES			
Long-term debt due within one year	200,000	529,385	103,762
Accounts payable	377,799	440,114	352,461
Customer deposits	163,983	161,731	159,176
Accrued taxes	107,989	65,736	109,052
Accrued interest	66,557	85,613	67,706
Accrued wages	80,509	82,556	78,300
Other current liabilities	184,551	183,122	145,787
TOTAL CURRENT LIABILITIES	1,181,388	1,548,257	1,016,244
PROVISIONS RELATED TO FUTURE FEDERAL INCOME TAXES AND OTHER DEFERRED CREDITS			
Accumulated deferred federal income tax	2,308,092	2,307,835	2,299,747
Accumulated deferred investment tax credits	161,490	163,680	170,290
Other deferred credits	107,601	119,727	173,348
TOTAL DEFERRED CREDITS	2,577,183	2,591,242	2,643,385
TOTAL	\$14,402,549	\$14,722,518	\$14,111,368

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

CONSOLIDATED EDISON, INC.
CONSOLIDATED INCOME STATEMENT
FOR THE THREE MONTHS ENDED MARCH 31, 1998 AND 1997

	1998 ----	1997 ----
		(THOUSANDS OF DOLLARS)

Operating revenues		
Electric	\$1,291,323	\$1,268,950
Gas	399,170	455,020
Steam	135,390	162,178
Non-utility	27,164	29,407
	-----	-----
TOTAL OPERATING REVENUES	1,853,047	1,915,555
	-----	-----
OPERATING EXPENSES		
Purchased power	358,250	352,708
Fuel	134,554	151,354
Gas purchased for resale	189,439	251,711
Other operations	275,830	278,075
Maintenance	117,975	114,163
Depreciation and amortization	128,258	123,794
Taxes, other than federal income tax	302,219	304,983
Federal income tax	91,961	91,887
	-----	-----
TOTAL OPERATING EXPENSES	1,598,486	1,668,675
	-----	-----
OPERATING INCOME	254,561	246,880
OTHER INCOME (DEDUCTIONS)		
Investment income	2,904	1,036
Allowance for equity funds used during construction	512	1,800
Other income less miscellaneous deductions	(503)	(521)
Federal income tax	(979)	(303)
	-----	-----
TOTAL OTHER INCOME	1,934	2,012
	-----	-----
INCOME BEFORE INTEREST CHARGES	256,495	248,892
Interest on long-term debt	79,058	78,752
Other interest	1,247	4,414
Allowance for borrowed funds used during construction	(263)	(882)
	-----	-----
NET INTEREST CHARGES	80,042	82,284
	-----	-----
NET INCOME	176,453	166,608
PREFERRED STOCK DIVIDEND REQUIREMENTS	(4,536)	(4,604)
	-----	-----
NET INCOME FOR COMMON STOCK	\$ 171,917	\$ 162,004
	=====	=====
COMMON SHARES OUTSTANDING AVERAGE (000)	235,490	235,001
BASIC AND DILUTED EARNINGS PER SHARE	\$0.73	\$0.69
	=====	=====
DIVIDENDS DECLARED PER SHARE OF COMMON STOCK	\$0.53	\$0.525

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

CONSOLIDATED EDISON, INC.
CONSOLIDATED INCOME STATEMENT
FOR THE TWELVE MONTHS ENDED MARCH 31, 1998 AND 1997

	1998	1997
	----	----
	(THOUSANDS OF DOLLARS)	
	-----	-----
Operating revenues		
Electric	\$ 5,657,948	\$ 5,523,800
Gas	1,038,031	1,063,225
Steam	365,011	391,494
Non-utility	72,654	159,480
	-----	-----
TOTAL OPERATING REVENUES	7,133,644	7,137,999
	-----	-----
OPERATING EXPENSES		
Purchased power	1,355,129	1,321,564
Fuel	580,024	540,741
Gas purchased for resale	490,325	618,553
Other operations	1,122,458	1,165,863
Maintenance	478,600	447,944
Depreciation and amortization	507,921	487,713
Taxes, other than federal income tax	1,178,391	1,165,187
Federal income tax	377,796	383,731
	-----	-----
TOTAL OPERATING EXPENSES	6,090,644	6,131,296
	-----	-----
OPERATING INCOME	1,043,000	1,006,703
OTHER INCOME (DEDUCTIONS)		
Investment income	14,082	8,527
Allowance for equity funds used during construction	3,161	4,755
Other income less miscellaneous deductions	(4,082)	(7,812)
Federal income tax	(2,674)	811
	-----	-----
TOTAL OTHER INCOME	10,487	6,281
	-----	-----
INCOME BEFORE INTEREST CHARGES	1,053,487	1,012,984
Interest on long-term debt	318,464	312,203
Other interest	13,916	16,893
Allowance for borrowed funds used during construction	(1,561)	(2,270)
	-----	-----
NET INTEREST CHARGES	330,819	326,826
	-----	-----
NET INCOME	722,668	686,158
PREFERRED STOCK DIVIDEND REQUIREMENTS	(18,276)	(18,429)
	-----	-----
NET INCOME FOR COMMON STOCK	\$ 704,392	\$ 667,729
	=====	=====
COMMON SHARES OUTSTANDING AVERAGE (000)	235,195	234,987
BASIC AND DILUTED EARNINGS PER SHARE	\$2.99	\$2.84
	=====	=====
DIVIDENDS DECLARED PER SHARE OF COMMON STOCK	\$2.105	\$2.085
	=====	=====

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

CONSOLIDATED EDISON, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 1998 AND 1997

	1998	1997
	----	----
	(THOUSANDS OF DOLLARS)	

OPERATING ACTIVITIES		
Net income	\$176,453	\$ 166,608
PRINCIPAL NON-CASH CHARGES (CREDITS) TO INCOME		
Depreciation and amortization	128,258	123,794
Deferred recoverable fuel costs	72,688	49,073
Federal income tax deferred	32,290	24,310
Common equity component of allowance for funds used during construction	(498)	(1,749)
Other non-cash credits	(5,475)	(56)
CHANGES IN ASSETS AND LIABILITIES		
Accounts receivable customer, less allowance for uncollectibles	19,508	(26,591)
Regulatory accounts receivable	(5,570)	(15,557)
Materials and supplies, including fuel and gas in storage	19,845	42,208
Prepayments, other receivables and other current assets	(98,097)	(101,087)
Enlightened Energy program costs	15,458	5,514
Power contract termination costs	6,912	11,620
Cost of removal less salvage	(17,968)	(13,241)
Accounts payable	(62,315)	(78,654)
Accrued income taxes	58,541	68,364
Other net	(71,279)	5,228
	-----	-----
NET CASH FLOWS FROM OPERATING ACTIVITIES	268,751	259,784
	-----	-----
INVESTING ACTIVITIES INCLUDING CONSTRUCTION		
Construction expenditures	(120,602)	(127,723)
Nuclear fuel expenditures	(1,370)	(3,149)
Contributions to nuclear decommissioning trust	(5,325)	(12,127)
Common equity component of allowance for funds used during construction	498	1,749
	-----	-----
NET CASH FLOWS FROM INVESTING ACTIVITIES including construction	(126,799)	(141,250)
	-----	-----
FINANCING ACTIVITIES INCLUDING DIVIDENDS		
Issuance of long-term debt	285,000	-
Retirement of long-term debt	-	(2,494)
Advance refunding of long-term debt	(605,240)	-
Issuance and refunding costs	(6,441)	(36)
Funds held for refunding of debt	328,874	-
Common stock dividends	(124,810)	(123,377)
Preferred stock dividends	(4,536)	(4,606)
	-----	-----
NET CASH FLOWS FROM FINANCING ACTIVITIES INCLUDING DIVIDENDS	(127,153)	(130,513)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND TEMPORARY CASH INVESTMENTS	14,799	(11,979)
CASH AND TEMPORARY CASH INVESTMENTS AT JANUARY 1	183,458	106,882
	-----	-----
CASH AND TEMPORARY CASH INVESTMENTS AT MARCH 31	\$ 198,257	\$ 94,903
	=====	=====
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	\$ 89,672	\$ 91,181
Income taxes	-	-

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

CONSOLIDATED EDISON, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE TWELVE MONTHS ENDED MARCH 31, 1998 AND 1997

	1998	1997
	-----	-----
	(THOUSANDS OF DOLLARS)	

OPERATING ACTIVITIES		
Net income	\$ 722,668	\$ 686,158
PRINCIPAL NON-CASH CHARGES (CREDITS) TO INCOME		
Depreciation and amortization	507,243	487,641
Deferred recoverable fuel costs	26,776	10,911
Federal income tax deferred	30,600	20,020
Common equity component of allowance for funds used during construction	(3,070)	(4,538)
Other non-cash charges	11,849	23,873
CHANGES IN ASSETS AND LIABILITIES		
Accounts receivable customer, less allowance for uncollectibles	8,940	15,983
Regulatory accounts receivable	57,066	(61,837)
Materials and supplies, including fuel and gas in storage	9,461	(2,874)
Prepayments, other receivables and other current assets	(28,027)	8,414
Enlightened Energy program costs	25,855	6,057
Power contract termination costs	6,843	45,048
Cost of removal less salvage	(78,446)	(69,568)
Accounts payable	25,338	(32,100)
Accrued income taxes	14,002	17,129
Other net	(89,591)	27,768
	-----	-----
NET CASH FLOWS FROM OPERATING ACTIVITIES	1,247,507	1,178,085
	-----	-----
INVESTING ACTIVITIES INCLUDING CONSTRUCTION		
Construction expenditures	(647,100)	(672,068)
Nuclear fuel expenditures	(12,800)	(51,199)
Contributions to nuclear decommissioning trust	(14,499)	(21,301)
Common equity component of allowance for funds used during construction	3,070	4,538
	-----	-----
NET CASH FLOWS FROM INVESTING ACTIVITIES INCLUDING CONSTRUCTION	(671,329)	(740,030)
	-----	-----
FINANCING ACTIVITIES INCLUDING DIVIDENDS		
Issuance of long-term debt	765,000	250,000
Retirement of long-term debt	(103,762)	(82,812)
Advance refunding of long-term debt	(605,240)	(95,329)
Issuance and refunding costs	(15,335)	(9,864)
Common stock dividends	(495,144)	(489,951)
Preferred stock dividends	(18,343)	(18,428)
	-----	-----
NET CASH FLOWS FROM FINANCING ACTIVITIES INCLUDING DIVIDENDS	(472,824)	(446,384)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND TEMPORARY CASH INVESTMENTS	103,354	(8,329)
CASH AND TEMPORARY CASH INVESTMENTS AT BEGINNING OF PERIOD	94,903	103,232
	-----	-----
CASH AND TEMPORARY CASH INVESTMENTS AT MARCH 31	\$ 198,257	\$ 94,903
	=====	=====
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	\$ 308,801	\$ 306,606
Income taxes	335,631	346,755

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

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
BALANCE SHEET
AS AT MARCH 31, 1998, DECEMBER 31, 1997 AND MARCH 31, 1997

	As At		
	March 31, 1998	Dec. 31, 1997	March 31, 1997
	(Thousands of Dollars)		
ASSETS			
UTILITY PLANT, AT ORIGINAL COST			
Electric	\$11,805,558	\$11,743,745	\$11,678,164
Gas	1,759,293	1,741,562	1,665,996
Steam	582,332	576,206	538,924
General	1,210,805	1,203,427	1,160,419
	-----	-----	-----
Total	15,357,988	15,264,940	15,043,503
Less: Accumulated depreciation	4,481,414	4,392,377	4,371,046
	-----	-----	-----
Net	10,876,574	10,872,563	10,672,457
Construction work in progress	284,725	292,218	309,315
Nuclear fuel assemblies and components, less accumulated amortization	103,690	102,321	100,720
	-----	-----	-----
NET UTILITY PLANT	11,264,989	11,267,102	11,082,492
	-----	-----	-----
CURRENT ASSETS			
Cash and temporary cash investments	98,216	183,458	94,903
Funds held for refunding of debt	-	328,874	-
Accounts receivable customer, less allowance for uncollectible accounts of \$22,372, \$21,600 and \$21,535	541,322	581,163	570,595
Other receivables	43,780	60,759	36,497
Regulatory accounts receivable	3,888	(1,682)	60,954
Fuel, at average cost	38,985	53,697	45,946
Gas in storage, at average cost	29,577	37,209	22,660
Materials and supplies, at average cost	192,698	191,759	203,675
Prepayments	188,321	75,516	170,852
Other current assets	16,688	16,457	15,453
	-----	-----	-----
TOTAL CURRENT ASSETS	1,153,475	1,527,210	1,221,535
	-----	-----	-----
INVESTMENTS AND NONUTILITY PROPERTY	244,370	292,397	193,894
	-----	-----	-----
DEFERRED CHARGES			
Enlightened Energy program costs	102,349	117,807	128,204
Unamortized debt expense	138,262	126,085	128,234
Recoverable fuel costs	25,613	98,301	52,389
Power contract termination costs	69,594	80,978	46,848
Other deferred charges	254,270	239,559	289,795
	-----	-----	-----
TOTAL DEFERRED CHARGES	590,088	662,730	645,470
	-----	-----	-----
REGULATORY ASSET-FUTURE FEDERAL INCOME TAXES	938,053	973,079	967,977
	-----	-----	-----
TOTAL	\$14,190,975	\$14,722,518	\$14,111,368
	=====	=====	=====

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CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
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AS AT MARCH 31, 1998, DECEMBER 31, 1997 AND MARCH 31, 1997

	As At		
	March 31, 1998	Dec. 31, 1997	March 31, 1997
	(Thousands of Dollars)		
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common stock	\$ 1,482,351	\$ 1,482,351	\$ 1,478,647
Retained earnings	4,335,539	4,484,703	4,322,562
Capital stock expense	(36,966)	(36,975)	(34,831)
TOTAL COMMON SHAREHOLDERS' EQUITY	5,780,924	5,930,079	5,766,378
Preferred stock			
Subject to mandatory redemption			
7.20% Series I	47,500	47,500	47,500
6-1/8% Series J	37,050	37,050	37,050
TOTAL SUBJECT TO MANDATORY REDEMPTION	84,550	84,550	84,550
Other preferred stock			
\$ 5 Cumulative Preferred	175,000	175,000	175,000
5-3/4% Series A	7,061	7,061	7,061
5-1/4% Series B	13,844	13,844	13,844
4.65% Series C	15,330	15,330	15,330
4.65% Series D	22,233	22,233	22,233
6% Convertible Series B	-	-	4,519
TOTAL OTHER PREFERRED STOCK	233,468	233,468	237,987
TOTAL PREFERRED STOCK	318,018	318,018	322,537
Long-term debt	4,198,152	4,188,906	4,239,066
TOTAL CAPITALIZATION	10,297,094	10,437,003	10,327,981
NONCURRENT LIABILITIES			
Obligations under capital leases	39,180	39,879	41,958
Other noncurrent liabilities	111,433	106,137	81,800
TOTAL NONCURRENT LIABILITIES	150,613	146,016	123,758
CURRENT LIABILITIES			
Long-term debt due within one year	200,000	529,385	103,762
Accounts payable	356,606	440,114	352,461
Customer deposits	163,983	161,731	159,176
Accrued taxes	116,795	65,736	109,052
Accrued interest	66,557	85,613	67,706
Accrued wages	80,509	82,556	78,300
Other current liabilities	181,635	183,122	145,787
TOTAL CURRENT LIABILITIES	1,166,085	1,548,257	1,016,244
PROVISIONS RELATED TO FUTURE FEDERAL INCOME TAXES AND OTHER DEFERRED CREDITS			
Accumulated deferred federal income tax	2,308,092	2,307,835	2,299,747
Accumulated deferred investment tax credits	161,490	163,680	170,290
Other deferred credits	107,601	119,727	173,348
TOTAL DEFERRED CREDITS	2,577,183	2,591,242	2,643,385
TOTAL	\$14,190,975	\$14,722,518	\$14,111,368

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

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
 INCOME STATEMENT
 FOR THE THREE MONTHS ENDED MARCH 31, 1998 AND 1997

	1998	1997
	-----	-----
	(THOUSANDS OF DOLLARS)	

OPERATING REVENUES		
Electric	\$1,293,759	\$1,268,950
Gas	399,715	455,020
Steam	135,794	162,178
	-----	-----
TOTAL OPERATING REVENUES	1,829,268	1,886,148
	-----	-----
OPERATING EXPENSES		
Purchased power	347,563	352,708
Fuel	134,554	151,354
Gas purchased for resale	164,710	222,712
Other operations	282,218	276,839
Maintenance	117,975	114,163
Depreciation and amortization	128,052	123,752
Taxes, other than federal income tax	302,118	304,962
Federal income tax	94,140	92,140
	-----	-----
TOTAL OPERATING EXPENSES	1,571,330	1,638,630
	-----	-----
OPERATING INCOME	257,938	247,518
OTHER INCOME (DEDUCTIONS)		
Investment income	1,043	844
Allowance for equity funds used during construction	512	1,800
Other income less miscellaneous deductions	(503)	(1,220)
Federal income tax	(404)	(50)
	-----	-----
TOTAL OTHER INCOME	648	1,374
	-----	-----
INCOME BEFORE INTEREST CHARGES	258,586	248,892
Interest on long-term debt	79,058	78,752
Other interest	1,247	4,414
Allowance for borrowed funds used during construction	(263)	(882)
	-----	-----
NET INTEREST CHARGES	80,042	82,284
	-----	-----
NET INCOME	178,544	166,608
PREFERRED STOCK DIVIDEND REQUIREMENTS	(4,536)	(4,604)
	-----	-----
NET INCOME FOR COMMON STOCK	\$ 174,008	\$ 162,004
	=====	=====
CON EDISON SALES		
Electric (Thousands of kilowatthours)		
Con Edison customers	9,030,401	8,931,868
DELIVERY SERVICE TO NYPA AND OTHERS	2,254,597	2,221,333
	-----	-----
Service for municipal agencies	199,624	214,061
	-----	-----
Total sales in service territory	11,484,622	11,367,262
Off-system sales	348,781	311,778(A)
Gas (dekatherms)		
Firm (B)	36,439,826	39,273,950
Off-peak firm/interruptible	7,540,851	8,204,203
	-----	-----
Total sales to Con Edison customers	43,980,677	47,478,153
Transportation of customer-owned gas		
NYPA	1,083,614	2,700,208
Others	3,587,326	1,717,334
Off-system sales	5,332,301	3,505,393
	-----	-----
Total sales and transportation	53,983,918	55,401,088
Steam (Thousands of pounds)	8,985,674	10,140,688

(A) Includes 63,800 thousands of kwh, subsequently purchased by Con Edison for sale to its customers.

(B) Includes firm transportation for customer aggregation.

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

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
 INCOME STATEMENT
 FOR THE TWELVE MONTHS ENDED MARCH 31, 1998 AND 1997

	1998	1997
	----	----
	(THOUSANDS OF DOLLARS)	

OPERATING REVENUES		
Electric	\$ 5,660,384	\$ 5,523,800
Gas	1,038,575	1,063,225
Steam	365,415	391,494
	-----	-----
TOTAL OPERATING REVENUES	7,064,374	6,978,519
	-----	-----
OPERATING EXPENSES		
Purchased power	1,344,276	1,321,564
Fuel	580,024	540,741
Gas purchased for resale	421,216	460,143
Other operations	1,114,224	1,162,695
Maintenance	478,600	447,944
Depreciation and amortization	507,079	487,599
Taxes, other than federal income tax	1,178,237	1,165,125
Federal income tax	384,910	384,260
	-----	-----
TOTAL OPERATING EXPENSES	6,008,566	5,970,071
	-----	-----
OPERATING INCOME	1,055,808	1,008,448
OTHER INCOME (DEDUCTIONS)		
Investment income	11,753	7,734
Allowance for equity funds used during construction	3,160	4,755
Other income less miscellaneous deductions	(17,979)	(9,293)
Federal income tax	2,836	1,340
	-----	-----
TOTAL OTHER INCOME	(230)	4,536
	-----	-----
INCOME BEFORE INTEREST CHARGES	1,055,578	1,012,984
Interest on long-term debt		
	318,464	312,203
Other interest	13,916	16,893
Allowance for borrowed funds used during construction	(1,561)	(2,270)
	-----	-----
NET INTEREST CHARGES	330,819	326,826
	-----	-----
NET INCOME	724,759	686,158
PREFERRED STOCK DIVIDEND REQUIREMENTS	(18,276)	(18,429)
	-----	-----
NET INCOME FOR COMMON STOCK	\$ 706,483	\$ 667,729
	=====	=====
CON EDISON SALES		
Electric (Thousands of kilowatthours)		
Con Edison customers	37,626,512	36,962,401
Delivery service to NYPA and others	8,826,642	8,718,372
Service for municipal agencies	831,459	723,899
	-----	-----
Total sales in service territory	47,284,613	46,404,672
Off-system sales (A)	2,536,590	4,068,429
Gas (dekatherms)		
Firm (B)	90,659,667	93,211,622
Off-peak firm/interruptible	23,248,182	21,656,329
	-----	-----
Total sales to Con Edison customers	113,907,849	114,867,951
Transportation of customer-owned gas		
NYPA	15,425,100	7,487,843
Others	9,526,866	6,268,814
Off-system sales	15,785,892	10,949,867
	-----	-----
Total sales and transportation	154,645,707	139,574,475
Steam (Thousands of pounds)	26,267,547	28,271,763

(A) Includes 865,683 and 1,617,564 thousands of kWh, respectively, subsequently purchased by Con Edison for sale to its customers.

(B) Includes firm transportation for customer aggregation.
The accompanying notes are an integral part of these financial statements.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 1998 AND 1997

	1998	1997
	-----	-----
	(THOUSANDS OF DOLLARS)	
	-----	-----
OPERATING ACTIVITIES		
Net income	\$ 178,544	\$ 166,608
PRINCIPAL NON-CASH CHARGES (CREDITS) TO INCOME		
Depreciation and amortization	128,052	123,752
Deferred recoverable fuel costs	72,688	49,073
Federal income tax deferred	32,290	24,310
Common equity component of allowance for funds used during construction	(498)	(1,749)
Other non-cash credits	(5,475)	(56)
CHANGES IN ASSETS AND LIABILITIES		
Accounts receivable customer, less allowance for uncollectibles	16,917	(26,591)
Regulatory accounts receivable	(5,570)	(15,557)
Materials and supplies, including fuel and gas in storage	21,405	42,208
Prepayments, other receivables and other current assets	(102,368)	(101,087)
Enlightened Energy program costs	15,458	5,514
Power contract termination costs	6,912	11,620
Cost of removal less salvage	(17,968)	(13,241)
Accounts payable	(58,858)	(78,654)
Accrued income taxes	62,254	68,364
Other net	(53,669)	5,270
	-----	-----
NET CASH FLOWS FROM OPERATING ACTIVITIES	290,114	259,784
	-----	-----
INVESTING ACTIVITIES INCLUDING CONSTRUCTION		
Construction expenditures	(120,602)	(127,723)
Nuclear fuel expenditures	(1,370)	(3,149)
Contributions to nuclear decommissioning trust	(5,325)	(12,127)
Common equity component of allowance for funds used during construction	498	1,749
	-----	-----
NET CASH FLOWS FROM INVESTING ACTIVITIES INCLUDING CONSTRUCTION	(126,799)	(141,250)
	-----	-----
FINANCING ACTIVITIES INCLUDING DIVIDENDS		
Issuance of long-term debt	285,000	-
Retirement of long-term debt	-	(2,494)
Advance refunding of long-term debt	(605,240)	-
Issuance and refunding costs	(6,441)	(36)
Funds held for refunding of debt	328,874	-
Common stock dividends	(124,810)	(123,377)
Preferred stock dividends	(4,536)	(4,606)
Corporate reorganization	(121,404)	-
	-----	-----
NET CASH FLOWS FROM FINANCING ACTIVITIES INCLUDING DIVIDENDS	(248,557)	(130,513)
	-----	-----
NET DECREASE IN CASH AND TEMPORARY CASH INVESTMENTS		
CASH AND TEMPORARY CASH INVESTMENTS AT JANUARY 1	(85,242)	(11,979)
	183,458	106,882
CASH AND TEMPORARY CASH INVESTMENTS AT MARCH 31	-----	-----
	\$ 98,216	94,903
	=====	=====
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	\$ 89,672	\$ 91,181
Income taxes	-	-

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

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.

STATEMENT OF CASH FLOWS

FOR THE TWELVE MONTHS ENDED MARCH 31, 1998 AND 1997

	1998	1997
	----	----
	(Thousands of Dollars)	
OPERATING ACTIVITIES		
Net income	\$ 724,759	\$686,158
PRINCIPAL NON-CASH CHARGES (CREDITS) TO INCOME		
Depreciation and amortization	507,079	487,599
Deferred recoverable fuel costs	26,776	10,911
Federal income tax deferred	30,600	20,020
Common equity component of allowance for funds used during construction	(3,070)	(4,538)
Other non-cash charges	11,849	23,873
CHANGES IN ASSETS AND LIABILITIES		
Accounts receivable customer, less allowance for uncollectibles	6,349	15,983
Regulatory accounts receivable	57,066	(61,837)
Materials and supplies, including fuel and gas in storage	11,021	(2,874)
Prepayments, other receivables and other current assets	(32,299)	8,414
Enlightened Energy program costs	25,855	6,057
Power contract termination costs	6,843	45,048
Cost of removal less salvage	(78,446)	(69,568)
Accounts payable	28,796	(32,100)
Accrued income taxes	17,715	17,129
Other net	(72,023)	27,810
	-----	-----
NET CASH FLOWS FROM OPERATING ACTIVITIES	1,268,870	1,178,085
	-----	-----
INVESTING ACTIVITIES INCLUDING CONSTRUCTION		
Construction expenditures	(647,100)	(672,068)
Nuclear fuel expenditures	(12,800)	(51,199)
Contributions to nuclear decommissioning trust	(14,499)	(21,301)
Common equity component of allowance for funds used during construction	3,070	4,538
	-----	-----
NET CASH FLOWS FROM INVESTING ACTIVITIES INCLUDING CONSTRUCTION	(671,329)	(740,030)
	-----	-----
FINANCING ACTIVITIES INCLUDING DIVIDENDS		
Issuance of long-term debt	765,000	50,000
Retirement of long-term debt	(103,762)	82,812
Advance refunding of long-term debt	(605,240)	95,329
Issuance and refunding costs	(15,335)	(9,864)
Common stock dividends	(495,144)	89,951
Preferred stock dividends	(18,343)	18,428
Corporate reorganization	(121,404)	-
	-----	-----
NET CASH FLOWS FROM FINANCING ACTIVITIES INCLUDING DIVIDENDS	(594,228)	(446,384)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND TEMPORARY CASH INVESTMENTS	3,313	(8,329)
CASH AND TEMPORARY CASH INVESTMENTS AT BEGINNING OF PERIOD	94,903	103,232
	-----	-----
CASH AND TEMPORARY CASH INVESTMENTS AT MARCH 31	\$ 98,216	\$ 94,903
	=====	=====
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Interest	\$ 308,801	\$306,606
Income taxes	335,631	346,755

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

NOTE A - GENERAL

These footnotes accompany and form an integral part of (i) the interim consolidated financial statements of Consolidated Edison, Inc. ("CEI") and its subsidiaries, including Consolidated Edison Company of New York, Inc. ("Con Edison"), the regulated utility, and several non-utility subsidiaries, and (ii) the interim consolidated financial statements of Con Edison on a stand-alone basis. These financial statements are unaudited but, in the respective opinions of the managements of CEI and Con Edison, represent all adjustments (which include only normally recurring adjustments) necessary for a fair statement of the results for the interim periods presented. These financial statements should be read together with the audited financial statements (including the notes thereto) included in the combined CEI and Con Edison Annual Reports on Form 10-K for the year ended December 31, 1997 (the "1997 Form 10-K").

NOTE B - CONTINGENCIES

INDIAN POINT Nuclear generating units similar in design to Con Edison's Indian Point 2 unit have experienced problems that have required steam generator replacement. Inspections of the Indian Point 2 steam generators since 1976 have revealed various problems, some of which appear to have been arrested, but the remaining service life of the steam generators is uncertain. The projected service life of the steam generators is reassessed periodically in the light of the inspections made during scheduled outages of the unit. Based on the latest available data and current NRC criteria, Con Edison estimates that steam generator replacement will not be required before 2001. Con Edison has replacement steam generators, which are stored at the site. Replacement of the steam generators would require estimated additional expenditures of approximately \$108 million (1997 dollars, exclusive of replacement power costs) and an outage of approximately four months. However, securing necessary permits and approvals or other factors could require a substantially longer outage if steam generator replacement is required on short notice.

NUCLEAR INSURANCE The insurance policies covering Con Edison's nuclear facilities for property damage, excess property damage, and outage costs permit assessments under certain conditions to cover insurers' losses. As of March 31, 1998, the highest amount that could be assessed for losses during the current policy year under all of the policies was \$24 million. While assessments may also be made for losses in certain prior years, Con Edison is not aware of any losses in such years that it believes are likely to result in an assessment.

Under certain circumstances, in the event of nuclear incidents at facilities covered by the federal government's third-party liability indemnification program, Con Edison could be assessed up to \$79.3 million per incident, of which not more than \$10 million may be assessed in any one year. The per-incident limit is to be adjusted for inflation not later than 1998 and not less than once every five years thereafter.

ENVIRONMENTAL MATTERS The normal course of Con Edison's operations necessarily involves activities and substances that expose it to potential liabilities under federal, state and local laws protecting the environment. Such liabilities can be material and in some instances may be imposed without regard to fault, or may be imposed for past acts, even though such past acts may have been lawful at the time they occurred. Sources of such potential liabilities include (but are not limited to) the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (Superfund), a 1994 settlement with the New York State Department of Environmental Conservation (DEC), asbestos, and electric and magnetic fields (EMF).

SUPERFUND By its terms Superfund imposes joint and several strict liability, regardless of fault, upon generators of hazardous substances for resulting removal and remedial costs and environmental damages. Con Edison has received process or notice concerning possible claims under Superfund or similar state statutes relating to a number of sites at which it is alleged that hazardous substances generated by Con Edison (and, in most instances, a large number of other potentially responsible parties) were deposited. Estimates of the investigative, removal, remedial and environmental damage costs (if any) that Con Edison will be obligated to pay with respect to each of these sites range from extremely preliminary to highly refined. Based on these estimates Con Edison had accrued at March 31, 1998 a liability of approximately \$24.7 million. There will be additional costs with respect to these and possibly other sites, the materiality of which is not presently determinable.

DEC SETTLEMENT In 1994 Con Edison agreed to a consent order settling a civil administrative proceeding instituted by the DEC alleging environmental violations by Con Edison. Pursuant to the consent order, Con Edison has conducted an environmental management systems evaluation and an environmental compliance audit. Con Edison also must implement "best management practices" plans for certain facilities and undertake a remediation program at certain sites. At March 31, 1998, Con Edison had an accrued liability of \$16.7 million for these sites. Expenditures for environmental-related capital projects in the five years 1998-2002, including expenditures to comply with the consent order, are estimated at \$148 million. These estimated expenditures do not reflect divestiture by Con Edison of generating plants pursuant to the Settlement Agreement (see Note A to the financial statements included in the 1997 Form 10-K) or otherwise.

ASBESTOS CLAIMS Suits have been brought in New York State and federal courts against Con Edison and many other defendants, wherein a large number of plaintiffs sought large amounts of compensatory and punitive damages for deaths and injuries allegedly caused by exposure to asbestos at various premises of Con Edison. Many of these suits have been disposed of without any payment by Con Edison, or for immaterial amounts. The amounts specified in all the remaining suits total billions of dollars but Con Edison believes that these amounts are greatly exaggerated, as were the claims already disposed of. Based on the information and relevant circumstances known to Con Edison at this time, it is the opinion of Con Edison that these suits will not have a material adverse effect on Con Edison's financial position, results of operations or liquidity.

EMF Electric and magnetic fields (EMF) are found wherever electricity is used. In the event a causal relationship between EMF and adverse health effects is established, or independently of any such causal determination, in the event of adverse developments in related legal or public policy doctrines, there could be a material adverse effect on the electric utility industry, including Con Edison.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis relates to (i) the interim consolidated financial statements of Consolidated Edison, Inc. (CEI) and its subsidiaries, including Consolidated Edison Company of New York, Inc. (Con Edison), the regulated utility, and several non-utility subsidiaries, and (ii) the interim consolidated financial statements of Con Edison on a stand-alone basis. CEI is a holding company, operates only through its subsidiaries and has no material assets other than the stock of its subsidiaries. Con Edison is the principal subsidiary of CEI. Unless otherwise indicated, the discussion and analysis in this report applies to each of CEI and Con Edison. References in this report to the "Company" are to CEI and Con Edison, collectively.

This discussion and analysis should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of the combined CEI and Con Edison Annual Reports on Form 10-K for the year ended December 31, 1997 (File Nos. 1-4514 and 1-1217, the 1997 Form 10-K). Reference is also made to the notes to the financial statements in Item 1 of this report, which notes are incorporated herein by reference.

LIQUIDITY AND CAPITAL RESOURCES

Con Edison cash balances reflect the January 1, 1998 corporate reorganization. See "Corporate Structure" in Item 1 of the 1997 10-K. Net cash flows in the first quarter of 1998 were higher than in the first quarter of 1997 due principally to higher cash flows from operating activities and reduced construction expenditures. The cash balances also reflect, among other things, the issuance of \$150 million of five-year floating rate debentures in June 1997.

Con Edison initiated a \$500 million commercial paper program in January 1998. The highest amount outstanding at any one time was \$195 million. There was no commercial paper outstanding at March 31, 1998.

Con Edison's interest coverage for the 12 months ended March 31, 1998 was 4.15 times compared with 4.09 times for the year 1997 and 4.08 times for the 12 months ended March 31, 1997.

For information about securities refunded by Con Edison during the first quarter of 1998, see "Liquidity and Capital Resources-Refundings" in Item 7 of the 1997 Form 10-K.

Con Edison's equivalent number of days of revenue outstanding as customer accounts receivable was 28.9 days at March 31, 1998 compared with 28.2 days at December 31, 1997 and 28.6 days at March 31, 1997.

Regulatory accounts receivable represent amounts to be recovered from (or refunded to) customers pursuant to the partial pass-through fuel adjustment clause (PPFAC) described in Note A (Summary of Significant Accounting Policies) to the financial statements included in the 1997 Form 10-K. Regulatory accounts receivable at March 31, 1997 also included amounts to be recovered from customers under the modified Electric Revenue Adjustment Mechanism (ERAM) and incentive provisions of the 1995 electric rate agreement, which were eliminated, effective April 1, 1998, pursuant to the September 1997 settlement agreement among Con Edison, the staff of the Public Service Commission and certain other parties (the Settlement Agreement). For additional information about the Settlement Agreement, see "Transition to Competition," below.

In January 1998 Con Edison made a \$238.7 million semi-annual prepayment to New York City for property taxes. The prepayment balance at March 31, 1998 includes the unamortized portion (\$119.3 million) of this payment. A similar prepayment was made in January 1997.

Recoverable fuel costs amounted to \$25.6 million at March 31, 1998 compared with \$98.3 million at December 31, 1997 and \$52.4 million at March 31, 1997, reflecting the ongoing recovery of previously deferred amounts and the changes in purchased power, fuel and gas purchased for resale discussed below in "Results of Operations."

Transition to Competition

The Settlement Agreement in the Competitive Opportunities proceeding provides for a transition to a competitive electric market through the development of a "retail access" plan, a rate plan for the period ending March 31, 2002, a reasonable opportunity for recovery of "strandable costs" and the divestiture by Con Edison to unaffiliated third parties of at least 50 percent of its New York City fossil-fueled electric generating capacity. For additional information about the transition to competition and the Settlement Agreement, see "Liquidity and Capital Resources Competition and Industry Restructuring and PSC Settlement Agreement" in Item 7 of the 1997 Form 10-K.

In April 1998 more than 75,000 Con Edison customers representing 1,555 megawatts of aggregate customer load applied for participation in the June 1998 first phase of Retail Choice, Con Edison's retail access plan under the Settlement Agreement. Because demand to participate in Retail Choice was so strong, Con Edison expanded the first phase from 500 megawatts to 1,000 megawatts of load. A lottery was conducted for certain classes of customers to determine which customers may participate in the first phase. These customers will no longer receive their energy supply from Con Edison but the delivery of the energy will still take place through Con Edison's transmission and distribution system.

In April 1998 Con Edison proposed a long-range plan for its steam system. Under the plan, Con Edison proposes to sell at auction a number of its steam-electric generating plants. The plan is subject to review by the PSC. For information about Con Edison's plans to divest electric generating capacity, see "Electric Facilities - Generating Facilities" in Item 2 of the 1997 Form 10-K.

Acquisition

In May 1998 CEI agreed to acquire Orange and Rockland Utilities, Inc. ("O&R") for cash at a price of \$58.50 per share of O&R common stock (approximately \$790 million in aggregate) pursuant to an Agreement and Plan of Merger among the parties. The acquisition is to be accomplished through the merger of O&R into C Acquisition Corp., a CEI subsidiary. The transaction is subject to certain conditions, including the approval of the holders of O&R's common stock and the approval of the New York, New Jersey and Pennsylvania utility regulators, the Federal Energy Regulatory Commission and the Securities and Exchange Commission. The transaction is not subject to the approval of CEI's shareholders.

Financial Market Risks

Reference is made to "Liquidity and Capital Resources Financial Market Risks" in Item 7 of the 1997 Form 10-K. Consolidated Edison Solutions, Inc, a subsidiary of CEI, ("Con Edison Solutions") assumes commodity price risk by offering its customers fixed prices for electricity and natural gas. See "Transition to Competition," above. Con Edison Solutions hedges this risk through forward purchases of physical supply, capacity and transportation and the use of derivatives. At March 31, 1998 neither the fair value of the derivatives outstanding nor potential, near-term derivative losses from reasonably possible near-term changes in market prices were material to the financial position, results of operations or liquidity of the Company.

Nuclear Generation

Con Edison's Indian Point 2 nuclear generating unit has been out of service since October 15, 1997 for unscheduled maintenance. In April 1998 Con Edison was advised by the Nuclear Regulatory Commission (NRC) that it would monitor Con Edison's restart activities and performance improvement initiatives for Indian Point 2. Prior to restart, Con Edison must resolve process weaknesses and equipment deficiencies that were addressed in a March 1998 NRC Confirmatory Action Letter. Additional issues may also arise that will have to be resolved prior to restart. In May 1998 an independent safety assessment of Indian Point 2 concluded that it is being operated safely, but that there are significant plant management and organizational issues that should be addressed. For additional information about Indian Point 2, see "Electric Facilities - Generating Facilities" in Item 2 and "Nuclear Generation" in Item 7 of the 1997 Form 10-K.

Environmental Claims and Other Contingencies

Reference is made to the notes to the financial statements included in this report for information concerning potential liabilities of the Company arising from the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (Superfund), from claims relating to alleged exposure to asbestos, and from certain other contingencies to which the Company is subject.

Forward-Looking Statements

This discussion and analysis includes forward-looking statements, which are statements of future expectation and not facts. Words such as "estimates," "expects," "anticipates," "intends," "plans" and similar expressions identify forward-looking statements. Actual results or developments might differ materially from those included in the forward-looking statements because of factors such as competition and industry restructuring, changes in economic conditions, changes in historical weather patterns, changes in laws, regulations, regulatory policies or public policy doctrines, technological developments and other presently unknown or unforeseen factors.

RESULTS OF OPERATIONS

CEI's net income for common stock for the first quarter and 12 months ended March 31, 1998 was higher than in the corresponding 1997 periods by \$9.9 million (\$.04 per share) and \$36.7 million (\$.15 per share), respectively, as continued cost reduction programs and ongoing voluntary attrition in the labor force offset the effects of mild winter weather and expenses incurred during the current outage of Indian Point 2. Twelve-month earnings were higher for the same reasons and because of increased gas sales to non-firm customers.

CEI's results of operations include the net after-tax losses of its non-utility subsidiaries: \$3.2 million (\$.01 a share) in the first quarter of 1998; \$0.4 million (\$.00 a share) in the first quarter of 1997; \$12.3 million (\$.05 a share) for the 12 months ended March 1998; and \$1.0 million (\$.00 a share) for the 12 months ended March 1997. CEI's investment in its non-utility subsidiaries was \$107.8 million at March 31, 1998. For additional information about CEI's non-utility subsidiaries, see "Competitive Businesses and Competition" in Item 1 of the 1997 Form 10-K.

The impact of weather on the Company's earnings depends on Con Edison's various rate agreements. The modified ERAM, which was eliminated effective April 1, 1997, removed from earnings the impact of variations in forecasted electric sales due to weather. See "1995 Electric Rate Agreement" in Item 7 of the 1997 Form 10-K. Most weather-related variations in gas sales do not affect earnings, while weather-related variations in steam sales do affect earnings.

Increases (Decreases)

	Three Months Ended March 31, 1998 Compared With Three Months Ended March 31, 1997		Twelve Months Ended March 31, 1998 Compared With Twelve Months Ended March 31, 1997	
	Amount	Percent	Amount	Percent
	-----	-----	-----	-----
	(Amounts are for CEI and are in millions)			
	-----	-----	-----	-----
Operating revenues	\$(62.5)	(3.3)%	\$ (4.3)	(0.1)%
Purchased power electric and steam	5.6	1.6	33.6	2.5
Fuel electric and steam	(16.8)	(11.1)	39.3	7.3
Gas purchased for resale	(62.3)	(24.7)	(128.2)	(20.7)
	-----		-----	
Operating revenues less purchased power, fuel and gas purchased for resale (Net revenues)	11.0	1.0	51.0	1.1
Other operations and maintenance	1.5	0.4	(12.8)	(0.8)
Depreciation and amortization	4.5	3.6	20.2	4.1
Taxes, other than federal income tax	(2.8)	(0.9)	13.2	1.1
Federal income tax	0.1	0.1	(5.9)	(1.5)
	-----		-----	
Operating income	7.7	3.1	36.3	3.6
Other income less deductions and related federal income tax	(0.1)	(3.9)	4.2	67.0
Net interest charges	(2.2)	(2.7)	4.0	1.2
	-----		-----	
Net income	9.8	5.9	36.5	5.3
Preferred stock dividend requirements	0.1	1.5	0.2	0.8
Gain on refunding of preferred stock	-	-	-	-
	-----		-----	
Net income for common stock	\$ 9.9	6.1%	\$ 36.7	5.5%
	=====		=====	

First Quarter 1998 Compared with
First Quarter 1997

CEI's net revenues (operating revenues less purchased power, fuel and gas purchased for resale) increased \$11.0 million in the first quarter of 1998 compared with the 1997 period. Electric, gas and non-utility net revenues increased \$7.8 million, \$2.2 million and \$2.0 million, respectively. Steam net revenues decreased \$1.0 million.

Electric net revenues in the 1998 period were higher than in the 1997 period primarily as a result of higher sales, offset in part by the rate reduction that went into effect in January 1998. See "PSC Settlement Agreement - Rate Plan " in Item 7 of the 1997 Form 10-K. Earnings under the PPFAC incentive mechanism were \$3.6 million higher in the 1998 period than the 1997 period. The continued outage of Indian Point 2 did not result in a penalty under the PPFAC in the 1998 period because the maximum \$10 million penalty for the rate year ended March 31, 1998 was reached during 1997.

Con Edison's electric sales, excluding off-system sales, in the 1998 period compared with the 1997 period were:

Description	Millions of Kwhrs.			
	1st Quarter 1998	1st Quarter 1997	Variation	Percent Variation
Residential/Religious	2,653	2,642	11	0.4 %
Commercial/Industrial	6,217	6,142	75	1.2 %
Other	161	148	13	8.8 %
Total Con Edison Customers	9,031	8,932	99	1.1 %
NYP&A, Municipal Agency and Other Sales	2,454	2,435	19	0.8 %
Total Service Area	11,485	11,367	118	1.0 %

For the 1998 period, Con Edison's firm gas sales volume (including firm transportation) decreased 7.2 percent and off-peak firm/interruptible sales decreased 8.1 percent compared with the 1997 period. Transportation of customer-owned gas (other than gas transported for the New York Power Authority), which comprised approximately seven percent of the gas Con Edison sold or transported to customers in the 1998 period, increased 109 percent. Steam sales volume decreased 11.4 percent compared with the 1997 period as a result of the warmer winter weather in 1998.

After adjusting for variations, primarily in weather and billing days in each period, electric sales volume in Con Edison's service territory increased 1.4 percent in the 1998 period, firm gas sales volume (including firm transportation) decreased 0.3 percent and steam sales volume decreased 2.3 percent.

Electric fuel costs increased \$7.9 million in the 1998 period due to an increase in the unit cost of fuel partially offset by lower electric generation. Electric purchased power costs in the 1998 period reflect higher purchased volumes. The variations in fuel and purchased power costs also reflect that Indian Point 2 was out of service for a scheduled refueling for part of the 1997 period and the entire 1998 period. Steam fuel costs decreased \$24.7 million in the 1998 period due to decreased generation of steam and lower unit cost. Steam purchased power costs decreased \$1.1 million due to lower purchased volumes and unit fuel cost. Gas purchased for resale decreased reflecting lower sendout, lower unit cost of purchased gas and, for CEI, lower sales by Con Edison Solutions.

Other operations and maintenance expenses increased for the 1998 period compared with the 1997 period, due primarily to expenses associated with the current Indian Point 2 outage, partially offset by lower pension and retiree benefits expenses and continued voluntary attrition in the labor force.

Depreciation and amortization increased in the 1998 period due principally to higher plant balances.

In March 1998 Con Edison settled certain outstanding issues relating to a tax audit for less than the related expenses accrued in prior periods for taxes and interest. The reversal of this accrual was the principal reason that taxes, other than federal income tax, and other interest charges decreased in the 1998 period.

Twelve Months Ended March 31, 1998 Compared with
Twelve Months Ended March 31, 1997

CEI's net revenues increased \$51.0 million in the 12 months ended March 31, 1998 compared with the 1997 period. Electric, gas, steam and non-utility net revenues increased \$34.5 million, \$13.7 million, \$0.5 million and \$2.3 million, respectively.

Electric net revenues in the 1998 period were higher than in the corresponding 1997 period due primarily to regulatory accounting provisions related to Indian Point 2 refueling and maintenance outages (discussed in the next paragraph) and a period of warmer than normal weather in July 1997, partially offset by the implementation of the Settlement Agreement (including the elimination of the modified ERAM, Enlightened Energy and customer service incentives) for financial statement purposes effective April 1, 1997. Electric net revenues in the 1997 period were increased by \$66.8 million under the modified ERAM. Electric net revenues in the 1998 period include \$2.3 million for incentive earnings compared with \$45.8 million for the 1997 period.

The accounting provisions of the Settlement Agreement and the 1995 electric rate agreement for recovery of the costs of the scheduled Indian Point 2 refueling and maintenance outage completed in July 1997 increased electric net revenues in the 1998 period by \$44.9 million compared with the 1997 period. Under these provisions, amounts collected from customers for the estimated expenses of scheduled refueling outages are deferred and are recognized during the period when the actual expenses for the outage are incurred. As a result of this matching of revenues and expenses, the \$44.9 million increase in electric net revenues did not affect net income.

Gas net revenues in the 1998 period reflect the retention of net revenues from interruptible sales in accordance with the 1997 gas rate agreement. Steam net revenues in the 1998 period reflect rate increases, offset in part by weather-related sales decreases.

Con Edison's electric sales, excluding off-system sales, for the 1998 period compared with the 1997 period were:

Description	Millions of Kwhrs.			Percent Variation
	Twelve Months Ended March 31, 1998	Twelve Months Ended March 31, 1997	Variation	
Residential/Religious	1,014	10,800	214	2.0%
Commercial/Industrial	25,986	25,557	429	1.7%
Other	627	606	21	3.5%
	-----	-----	-----	
Total Con Edison Customers	37,627	36,963	664	1.8%
NYPA Municipal Agency and Other Sales	9,658	9,442	216	2.3%
	-----	-----	-----	
Total Service Area	47,285	46,405	880	1.9%
	=====	=====		

For the 1998 period, Con Edison's firm gas sales volume (including firm transportation) decreased 2.7 percent and off-peak/interruptible sales increased 7.4 percent. Transportation of customer-owned gas (other than gas transported for the New York Power Authority), which comprised approximately six percent of the gas Con Edison sold or transported to customers in the 1998 period, increased 52 percent. Steam sales volume decreased 7.1 percent compared with the 1997 period. The decreases in firm gas and steam sales volumes for the 1998 period were due primarily to milder than normal 1998 winter weather.

After adjustment for variations, primarily weather and billing days, in each period, electric sales volume in Con Edison's service territory in the 1998 period increased 1.6 percent. Similarly adjusted, firm gas sales volume (including firm transportation) decreased 0.5 percent and steam sales volume decreased 2.1 percent.

Electric fuel costs increased \$79.5 million in the 1998 period due to a higher unit cost of fuel, partially offset by decreased generation of electricity. Electric purchased power costs increased by \$20.4 million in the 1998 period, reflecting increased purchased volumes and unit costs. The variations in electric fuel and purchased power costs also reflect the greater availability of Indian Point 2 in the 1997 period than in the 1998 period. Steam fuel costs decreased \$40.2 million in the 1998 period due to decreased generation of steam by Con Edison and a lower unit cost of fuel. Steam purchased power costs were \$13.2 million higher reflecting greater purchased volumes. Gas purchased for resale decreased reflecting a lower unit cost of fuel and, for CEI, lower sales by Con Edison Solutions.

Other operations and maintenance expenses decreased in the 1998 period due primarily to lower pension, retiree benefits and health insurance costs and continued voluntary attrition of the labor force, partially offset by expenses associated with Indian Point 2 outages.

Depreciation and amortization increased in the 1998 period due principally to higher plant balances.

Taxes, other than federal income tax, increased in 1998 period compared with the 1997 period due primarily to higher property taxes.

Other income less miscellaneous deductions reflects increased investment income in 1998 from higher temporary cash investment balances. For Con Edison, it also reflects losses from non-utility subsidiaries prior to January 1, 1998 corporate reorganization. See "Corporate Structure" in Item 1 of the 1997 Form 10-K.

Interest on long-term debt for the 1998 period increased \$6.3 million principally as a result of new Con Edison debt issues.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For information about the Company's primary market risks associated with activities in derivative financial instruments, other financial instruments and derivative commodity instruments, see "Liquidity and Capital Resources - Financial Market Risks" in Item 2 of this report and Item 7 of the 1997 Form 10-K.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

GRAMERCY PARK

Reference is made to "Gramercy Park" in Part I, Item 3, Legal Proceedings in the 1997 Form 10-K. In April 1998, Con Edison's term of probation and court monitoring concluded as scheduled. The court order terminating the probation cited Con Edison's "genuine and significant strides toward developing and implementing an environmental compliance program." In the order, Con Edison committed to maintain its environmental compliance program and to replace the court-appointed monitor with an internal corporate ombudsman for a period of two years.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS

Exhibit 3.2 By-Laws of Con Edison, effective May 18, 1998.

Exhibit 12 Statement of computation of Con Edison's ratio of earnings to fixed charges for the twelve-month periods ended March 31, 1998 and 1997.

Exhibit 27.1 Financial Data Schedule for CEI.*

Exhibit 27.2 Financial Data Schedule for Con Edison.*

*To the extent provided in Rule 402 of Regulation S-T, this exhibit shall not be deemed "filed", or otherwise subject to liabilities, or be deemed part of a registration statement.

(b) REPORTS ON FORM 8-K

CEI and Con Edison each filed a Current Report on Form 8-K, dated December 12, 1997, reporting (under Item 5) the approval and implementation of the Holding Company Proposal discussed in Item 4 of the 1997 Form 10-K and the stock repurchase discussed in "Liquidity and Capital Resources - Stock Repurchase" in Item 7 of the 1997 Form 10-K. Con Edison filed a Current Report on Form 8-K, dated January 29, 1998, reporting (under Item 5) the sale of debentures and refunding of certain series of outstanding debt securities. No other CEI or Con Edison Current Reports on Form 8-K were filed during the quarter ended March 31, 1998. CEI and Con Edison each filed a Current Report on Form 8-K, dated May 10, 1998, reporting the acquisition discussed in "Liquidity and Capital Resources - Acquisition" Item 2 of Part I of this report.

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 thereunto duly authorized.

CONSOLIDATED EDISON, INC.

CONSOLIDATED EDISON COMPANY
OF NEW YORK, INC.

DATE: May 14, 1998 By: JOAN S. FREILICH
Joan S. Freilich
Executive Vice President,
Chief Financial Officer and
Duly Authorized Officer

DATE: May 14, 1998 By: HYMAN SCHOENBLUM
Hyman Schoenblum
Vice President, Controller and
Chief Accounting Officer

BY-LAWS
OF

CONSOLIDATED EDISON COMPANY
OF NEW YORK, INC.

Effective as of May 18, 1998

SECTION 1. The annual meeting of stockholders of the Company for the election of Trustees and such other business as may properly come before such meeting shall be held on the third Monday in May in each year at such hour and at such place in the City of New York or the County of Westchester as may be designated by the Board of Trustees.

SECTION 2. Special meetings of the stockholders of the Company may be held upon call of the Chairman of the Board, the Vice Chairman of the Board, the President, the Board of Trustees, or stockholders holding one-fourth of the outstanding shares of stock entitled to vote at such meeting.

SECTION 3. Notice of the time and place of every meeting of stockholders, the purpose of such meeting and, in case of a special meeting, the person or persons by or at whose direction the meeting is being called, shall be mailed by the Secretary, or other officer performing his duties, at least ten days, but not more than fifty days, before the meeting to each stockholder of record, at his last known Post Office address; provided, however, that if a stockholder be present at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, or in writing waives notice thereof before or after the meeting, the mailing to such stockholder of notice of such meeting is unnecessary.

SECTION 4. The holders of a majority of the outstanding shares of stock of the Company, entitled to vote at a meeting, present in person or by proxy shall constitute a quorum, but less than a quorum shall have power to adjourn.

SECTION 5. The Chairman of the Board, or in his absence the Vice Chairman of the Board, or in his absence the President shall preside over all meetings of stockholders. In their absence one of the Vice Presidents shall preside over such meetings. The Secretary of the Board of Trustees shall act as Secretary of such meeting, if present. In his absence, the Chairman of the meeting may appoint any person to act as Secretary of the meeting.

SECTION 6. At each meeting of stockholders at which votes are to be taken by ballot there shall be at least two and not more than five inspectors of election and of stockholders' votes, who shall be either designated prior to such meeting by the Board of Trustees or, in the absence of such designation, appointed by the Chairman of the meeting.

SECTION 7. Transfer of shares of stock of the Company will be registered on the books of the Company maintained for that purpose upon presentation of share certificates appropriately endorsed. The Board of Trustees may, in their discretion, appoint one or more registrars of the stock.

SECTION 8. The affairs of the Company shall be managed under the direction of a Board consisting of eleven Trustees, who shall be elected annually by the stockholders by ballot and shall hold office until their successors are elected and qualified. Vacancies in the Board of Trustees may be filled by the Board at any meeting, but if the number of Trustees is increased or decreased by the Board by an amendment of this section of the By-laws, such amendment shall require the vote of a majority of the whole Board. Members of the Board of Trustees shall be entitled to receive such reasonable fees or other forms of compensation, on a per diem, annual or other basis, as may be fixed by resolution of the Board of Trustees or the stockholders in respect of their services as such, including attendance at meetings of the Board and its committees; provided, however, that nothing herein contained shall be construed as precluding any Trustee from serving the Company in any capacity other than as a member of the Board or a committee thereof and receiving compensation for such other services.

SECTION 9. Meetings of the Board of Trustees shall be held at the time and place fixed by resolution of the Board or upon call of the Chairman of the Board, the Vice Chairman of the Board, the President, or a Vice President or any two Trustees. The Secretary of the Board or officer performing his duties shall give 24 hours' notice of all meetings of Trustees; provided that a meeting may be held without notice immediately after the annual election of Trustees, and notice need not be given of regular meetings held at times fixed by resolution of the Board. Meetings may be held at any time without notice if all the Trustees are present and none protests the lack of notice either prior to the meeting or at its commencement, or if those not present waive notice either before or after the meeting. Notice by mailing or telegraphing, or delivering by hand, to the usual business address or residence of the Trustee not less than the time above specified before the meeting shall be sufficient. A Majority of the Trustees in office shall constitute a quorum, but less than such quorum shall have power to adjourn. The Chairman of the Board or, in his absence the Vice Chairman of the Board or, in his absence a Chairman pro term elected by the meeting from among the Trustees present shall preside at all meetings of the Board. Any one or more members of the Board may participate in a special meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation

by such means shall constitute presence in person at such special meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action; provided, however, that no action taken by the Board by unanimous written consent shall be taken in lieu of a regular monthly meeting of the Board. Each resolution so adopted and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

SECTION 10. The Board of Trustees, as soon as may be after the election of Trustees in each year, shall elect from their number a Chairman of the Board, who shall be the chief executive officer of the Company, and shall elect a Vice Chairman of the Board and a President. The Board shall also elect one or more Vice Presidents, a Secretary and a Treasurer, and may from time to time elect such other officers as they may deem proper. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 11. The term of office of all officers shall be until the next election of Trustees and until their respective successors are chosen and qualify, but any officer may be removed from office at any time by the Board of Trustees. Vacancies among the officers may be filled by the Board of Trustees at any meeting.

SECTION 12. The Chairman of the Board and the President shall have such duties as usually pertain to their respective offices, except as otherwise directed by the Board of Trustees or the Executive Committee, and shall also have such powers and duties as may from time to time be conferred upon them by the Board of Trustees or the Executive Committee. The Vice Chairman of the Board shall have such powers and duties as may from time to time be conferred upon him by the Board of Trustees, the Executive Committee or the Chairman of the Board. In the absence or disability of the Chairman of the Board, the Vice Chairman of the Board shall perform the duties and exercise the powers of the Chairman of the Board. The Vice Presidents and the other officers of the Company shall have such duties as usually pertain to their respective offices, except as otherwise directed by the Board of Trustees, the Executive Committee, the Chairman of the Board, the Vice Chairman of the Board or the President, and shall also have such powers and duties as may from time to time be conferred upon them by the Board of Trustees, the Executive Committee, the Chairman of the Board, the Vice Chairman of the Board or the President.

SECTION 13. The Board of Trustees, as soon as may be after the election of Trustees in each year, may by a resolution passed by a majority of the whole Board, appoint an Executive Committee, to consist of the Chairman of the Board (and in his absence the Vice Chairman of the Board) and three or more additional Trustees as the Board may from time to time determine, which shall have and may exercise during the intervals between the meetings of the Board all the powers vested in the Board except that neither the Executive Committee nor any other committee appointed pursuant to this section of the By-laws shall have authority as to any of the following

matters: the submission to stockholders of any action as to which stockholders' authorization is required by law; the filling of vacancies on the Board or on any committee thereof; the fixing of compensation of any Trustee for serving on the Board or on any committee thereof; the amendment or repeal of these By-laws, or the adoption of new By-laws; and the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable. The Board shall have the power at any time to change the membership of such Executive Committee and to fill vacancies in it. The Executive Committee may make rules for the conduct of its business and may appoint such committees and assistants as it may deem necessary. Four members of said Executive Committee shall constitute a quorum. The Chairman of the Board or, in his absence a Chairman pro tem elected by the meeting from among the members of the Executive Committee present shall preside at all meetings of the Executive Committee. The Board may designate one or more Trustees as alternate members of any committee appointed pursuant to this section of the By-laws who may replace any absent member or members at any meeting of such committee. The Board of Trustees may also from time to time appoint other committees consisting of three or more Trustees with such powers as may be granted to them by the Board of Trustees, subject to the restrictions contained in this section of the By-laws. Any one or more members of any committee appointed pursuant to this section may participate in any meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting. Any action required or permitted to be taken by any committee appointed pursuant to this section may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. Each resolution so adopted and the written consents thereto by the members of such committee shall be filed with the minutes of the proceedings of such committee.

SECTION 14. The Board of Trustees are authorized to select such depositories as they shall deem proper for the funds of the Company. All checks and drafts against such deposited funds shall be signed by such person or persons and in such manner as may be specified by the Board of Trustees.

SECTION 15. The Company shall fully indemnify in all circumstances to the extent not prohibited by law any person made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, including an investigative, administrative or legislative proceeding, and including an action by or in the right of the Company or any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, by reason of the fact that he, his testator or intestate, is or was a Trustee or officer of the Company, or is or was serving at the request of the Company any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, as a director, officer or in any other capacity against any and all judgments, fines, amounts paid in settlement, and expenses,

including attorneys' fees, actually and reasonably incurred as a result of or in connection with any such action or proceeding or related appeal; provided, however, that no indemnification shall be made to or on behalf of any Trustee, director or officer if a judgment or other final adjudication adverse to the Trustee, director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled; and, except in the case of an action or proceeding specifically approved by the Board of Trustees, the Company shall pay expenses incurred by or on behalf of such a person in defending such a civil or criminal action or proceeding (including appeals) in advance of the final disposition of such action or proceeding promptly upon receipt by the Company, from time to time, of a written demand of such person for such advancement, together with an undertaking by or on behalf of such person to repay any expenses so advanced to the extent that the person receiving the advancement is ultimately found not to be entitled to indemnification for such expenses; and the right to indemnification and advancement of defense expenses granted by or pursuant to this by-law (i) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, certificate of incorporation, by-law, resolution or agreement, (ii) shall be deemed to constitute contractual obligations of the Company to any Trustee, director or officer who serves in such capacity at any time while this by-law is in effect, (iii) are intended to be retroactive and shall be available with respect to events occurring prior to the adoption of this by-law and (iv) shall continue to exist after the repeal or modification hereof with respect to events occurring prior thereto. It is the intent of this by-law to require the Company to indemnify the persons referred to herein for the aforementioned judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, in each and every circumstance in which such indemnification could lawfully be permitted by an express provision of a by-law, and the indemnification required by this by-law shall not be limited by the absence of an express recital of such circumstances. The Company may, with the approval of the Board of Trustees, enter into an agreement with any person who is, or is about to become, a Trustee or officer of the Company, or who is serving, or is about to serve, at the request of the Company, any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, as a director, officer or in any other capacity, which agreement may provide for indemnification of such person and advancement of defense expenses to such person upon such terms, and to the extent, as may be permitted by law.

SECTION 16. Wherever the expression "Trustees" or "Board of Trustees" is used in these By-laws the same shall be deemed to apply to the Directors or Board of Directors, as the case may be, if the designation of those persons constituting the governing board of this Company is changed from "Trustees" to "Directors".

SECTION 17. Either the Board of Trustees or the stockholders may alter or amend these By-laws at any meeting duly held as above provided, the notice of which includes notice of the proposed amendment.

EMERGENCY BY-LAWS
OF
CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.

As Amended
February 23, 1966
Effective May 16, 1966

SECTION 1. These Emergency By-laws may be declared effective by the Defense Council of New York as constituted under the New York State Defense Emergency Act in the event of attack and shall cease to be effective when the Council declares the end of the period of attack.

SECTION 2. In the event of attack and until the Defense Council declares the end of the period of attack the affairs of the Company shall be managed by such Trustees theretofore elected as are available to act, and a majority of such Trustees shall constitute a quorum. In the event that there are less than three Trustees available to act, then and in that event the Board of Trustees shall consist of such Trustees theretofore elected and available to act plus such number of senior officers of the Company not theretofore elected as Trustees as will make a Board of not less than three nor more than five members. The Board as so constituted shall continue until such time as the Defense Council declares the end of the period of attack and their successors are duly elected.

SECTION 3. The By-laws of the Company shall remain in effect during the period of emergency to the extent that said By-laws are not inconsistent with these Emergency By-laws.

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.
 Ratio of Earnings to Fixed Charges
 Twelve Months Ended
 (Thousands of Dollars)

	MARCH 1998 -----	MARCH 1997 -----
Earnings		
Net Income	\$724,759	\$686,158
Federal Income Tax	351,474	362,900
Federal Income Tax Deferred	39,400	28,870
Investment Tax Credits Deferred	(8,800)	(8,850)
	-----	-----
Total Earnings Before Federal Income Tax	1,106,833	1,069,078
Fixed Charges*		
	350,899	347,154
	-----	-----
Total Earnings Before Federal Income Tax and Fixed Charges	\$1,457,732 =====	\$1,416,232 =====
* Fixed Charges		
Interest on Long-Term Debt	\$306,016	\$300,782
Amort. of Debt Discount, Premium & Expense	12,448	11,421
Interest on Component of Rentals	18,519	18,058
Other Interest	13,916	16,893
	-----	-----
Total Fixed Charges	\$350,899 =====	\$347,154 =====
Ratio of Earnings to Fixed Charges	4.15	4.08

UT

The schedule contains summary financial information extracted from Consolidated Balance Sheet, Income Statement and Statement of Cash Flows for Consolidated Edison, Inc. and is qualified in its entirety by reference to such financial statements and the notes thereto.

0001047862

Consolidated Edison, Inc.
1,000

Dec-31-1998

Mar-31-1998

3-Mos

Per-Book

11,264,989

286,460

1,318,834

594,213

938,053

14,402,549

588,724

856,661

4,531,810

5,977,195

84,550

233,468

4,198,152

0

0

0

200,000

0

39,180

2,778

3,667,226

14,402,549

1,853,047

91,961

1,506,525

1,598,486

254,561

1,934

256,495

80,042

176,453

4,536

171,917

124,810

79,058

268,751

.73

.73

UT

The schedule contains summary financial information extracted from Consolidated Balance Sheet, Income Statement and Statement of Cash Flows for Consolidated Edison Company of New York, Inc. and is qualified in its entirety by reference to such financial statements and the notes thereto.

0000023632

Consolidated Edison Company of New York, Inc.
1,000

Dec-31-1998

Mar-31-1998

3-Mos

Per-Book

11,264,989

244,370

1,153,475

590,088

938,053

14,190,975

588,724

856,661

4,335,539

5,780,924

84,550

233,468

4,198,152

0

0

0

200,000

0

39,180

2,778

3,651,923

14,190,975

1,829,268

94,140

1,477,190

1,571,330

257,938

648

258,586

80,042

178,544

4,536

174,008

124,810

79,058

290,114

0

0