






Consolidated Edison, Inc.

ED NYSE

Utilities - Multiline

Market Capitalization USD: **\$16,699.78 mm**

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

CEO: Kevin Burke

Age: 61 CEO Since: 2005

	2009	2010	2011
Base Salary	\$1,107,200	\$1,118,550	\$1,177,633
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,179,100	\$1,805,600	\$1,804,200
Benefits and Perquisites	\$38,829	\$99,559	\$147,098
TOTAL ANNUAL COMPENSATION	\$2,325,129	\$3,023,709	\$3,128,931
Increase in Post-Retirement Benefits	\$1,882,192	\$3,189,329	\$3,498,783
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$3,691,980	\$4,063,356	\$4,337,333
TOTAL COMPENSATION	\$7,899,301	\$10,276,394	\$10,965,047
Median of Other Named Executive Officers Total Compensation	\$3,867,384	\$3,122,623	\$2,490,727
Value Realized on Exercise of Stock Option	\$0	\$1,058,148	\$4,248,064
Value Realized on Vesting of Stock	\$4,086,561	\$5,446,372	\$9,066,682
TOTAL REALIZED EQUITY COMPENSATION	\$4,086,561	\$6,504,520	\$13,314,746

Proxy Date: 5 Apr 2012

Annual Meeting Date: 21 May 2012

Equity Reserves: 2.51%

Stock Option Run Rate: 0.00%

Consolidated Edison, Inc.

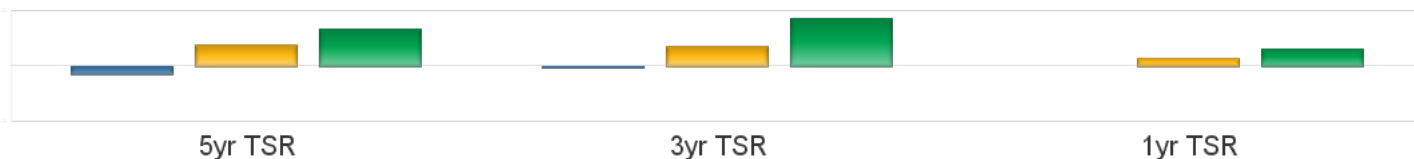
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Performance Comparison

■ S&P500 ■ Industry ■ ED



Peer Comparisons (TRBC) =Utilities - Multiline

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ED	Consolidated Edison, Inc.	\$7,899,301	\$10,276,394	\$10,965,047	\$16,699,783,589
D	Dominion Resources Inc.	\$11,973,541	\$16,924,385	\$13,993,328	\$29,424,572,470
PCG	PG&E Corporation	\$10,559,428	\$8,393,386	\$9,091,904	\$17,014,972,044
SRE	Sempra Energy	\$20,894,518	\$10,218,288	\$8,179,678	\$12,420,584,291
CNP	CenterPoint Energy, Inc.	\$7,618,537	\$5,393,270	\$6,472,256	\$8,355,300,488
WEC	Wisconsin Energy Corporation	\$11,579,228	\$10,315,819	\$11,346,447	\$7,313,922,696
AEE	Ameren Corporation	\$1,807,585	\$4,718,228	\$5,695,059	\$7,194,407,447

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Ameren Corporation, FirstEnergy Corp., American Electric Power Company, Inc., NextEra Energy, Inc., CenterPoint Energy, Inc., NiSource Inc., Constellation Energy Group, Inc., Pepco Holdings, Inc., Dominion Resources, Inc., PG&E Corporation, DTE Energy Company, PPL Corporation, Duke Energy Corporation, Progress Energy, Inc., Edison International, Sempra Energy, Entergy Corporation, The Southern Company, Exelon Corporation, Xcel Energy Inc.

Performance Peer Group

Ameren Corporation, FirstEnergy Corp., American Electric Power Company, Inc., NextEra Energy, Inc., CenterPoint Energy, Inc., NiSource Inc., Constellation Energy Group, Inc., Pepco Holdings, Inc., Dominion Resources, Inc., PG&E Corporation, DTE Energy Company, PPL Corporation, Duke Energy Corporation, Progress Energy, Inc., Edison International, Sempra Energy, Entergy Corporation, The Southern Company, Exelon Corporation, Xcel Energy Inc.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
George Campbell	Chairman	66	Male	12	Outside Related
John F. Killian	Member	57	Male	5	Outside
Michael J. Del Giudice	Member	69	Male	13	Outside Related
Vincent A. Calarco	Member	69	Male	11	Outside Related

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